



Stock Code: 4105

**台灣東洋藥品工業股份有限公司**  
**TTY BIOPHARM COMPANY LIMITED**

**2026 Annual Shareholders' Meeting**

**Meeting Handbook**

**【Translation】**

**Meeting Time:** May 28, 2026  
**Meeting Location:** 2F, No.19-10, Sanchong Rd., Nangang District, Taipei City  
(International Convention Center, 2F, Building A, Nangang Software Park)

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# I. Meeting Agenda

TTY Biopharm Co., Ltd. 2026 Annual Shareholders' Meeting Agenda

Time: 9:00 AM, Thursday, May 28, 2026

Location: 2F, No.19-10, Sanchong Rd., Nangang District, Taipei City

(International Convention Center, 2F, Building A, Nangang Software Park)

Meeting Format: Physical Shareholders' Meeting

Meeting Procedure:

- (I) Call to Order (Report of Attendance)
- (II) Chairman's Address
- (III) Meeting Agenda Items
  - 1. Business Report for Fiscal Year 2025
  - 2. Audit Committee's Review Report on the 2025 Financial Reports
  - 3. Report on Communication between Audit Committee Members and the Head of Internal Audit
  - 4. Report on the Distribution of Employee and Director Compensation for Fiscal Year 2025
  - 5. Report on Directors' Remuneration Paid for Fiscal Year 2025
  - 6. Report on the Distribution of Cash Dividends from 2025 Earnings
  - 7. Report on Material Related Party Transactions for 2025
- (IV) Ratification Items
  - 1. Approval of 2025 Business Report and Financial statements
  - 2. Approval of the Proposal for Distribution of 2025 Earnings
- (V) Discussion Items
  - 1. Amendment to the Company's "Procedures for Acquisition or Disposal of Assets."
  - 2. Proposal to release directors from non-competition restrictions.
- (VI) Extraordinary Motions
- (VII) Adjournment

## II. Meeting Agenda Items

### Report No.1

Proposal: Business Report for 2025, respectfully submitted for your review.

Explanation: Please refer to Attachment I on pages 6-9 of this handbook for the Company's Business Report for Fiscal Year 2025.

### Report No.2

Proposal: The Audit Committee's Review Report on the 2025 Financial Reports is respectfully submitted for your review.

Explanation: I. The Company's 2025 Financial Reports, Consolidated Financial Reports, Business Report, and Earnings Distribution Table have been reviewed by the Audit Committee, and the Audit Committee has issued its Review Report.  
II. Please refer to Attachment II on page 10 of this handbook for the Audit Committee's Review Report.

### Report No.3

Proposal: The Report on Communication between Audit Committee Members and the Head of Internal Audit is respectfully submitted for your review.

Explanation: Please refer to Attachment III on page 11 of this handbook for details on communication between Audit Committee Members and the Head of Internal Audit during Fiscal Year 2025.

### Report No.4

Proposal: The Report on the Distribution of Employee and Director Compensation for Fiscal Year 2025 is respectfully submitted for your review.

Explanation: I. The Company's fiscal year 2025 profit (pre-tax profit before deducting employee and director compensation) totaled NT\$2,041,072,286. In accordance with Article 28 of the Company's Articles of Incorporation, 2.107% is allocated as employee compensation, amounting to NT\$43,000,000, and 0.764% is allocated as director compensation, amounting to NT\$15,600,000. Both compensations will be distributed in cash.

II. Of the aforementioned employee compensation appropriations, 2% thereof, amounting to NT\$860,000, was allocated to rank-and-file employees.

### Report No.5

Proposal: The Report on Directors' Remuneration Paid for Fiscal Year 2025 is respectfully submitted for your review.

Explanation: I. The Company's policies, standards, and composition for remuneration of regular directors and independent directors, and the correlation between remuneration amounts and factors such as responsibilities, risks, and time commitment:

Article 31 of the Company's Articles of Incorporation stipulates that directors shall be entitled to remuneration for performing their duties regardless of whether the Company operates at a profit or loss. The remuneration shall be determined by the Board of Directors based on their level of participation in the Company's operations, value of contributions, and with reference to industry standards. Additionally, if the Company has profits in the fiscal year, in accordance with Article 28 of the Company's Articles of Incorporation, no more than 2% shall be allocated as directors' compensation. The remuneration of independent directors is based on the Company's "Directors' Remuneration Distribution Rules" and is evaluated and recommended by the Remuneration Committee, approved by the Board of Directors, and does not participate in the distribution of directors' compensation.

- II. As all independent directors serve as members of the Audit Committee, Compensation Committee, and Sustainability Committee, and are required to participate in committee meetings, deliberations, and resolutions, their remuneration may be higher than that of other directors.
- III. The Company regularly evaluates directors' remuneration in accordance with the "Performance Evaluation Measures for the Board of Directors and Functional Committees." The relevant performance assessments and reasonableness of compensation are recommended by the Remuneration Committee and submitted to the Board of Directors for approval. Please refer to Attachment IV on page 12 of this handbook for details of Directors' Remuneration for 2025.

#### Report No.6

Proposal: The Report on the Distribution of Cash Dividends from 2025 Earnings is respectfully submitted for your review.

- Explanation:
- I. According to Article 30, Paragraph 3 of the Company's Articles of Incorporation, when dividends are distributed in cash, the Board of Directors is authorized to approve such distribution with the attendance of at least two-thirds of the directors and the consent of a majority of the attending directors, and to report to the shareholders' meeting.
  - II. The Company's Board of Directors has resolved to appropriate NT\$1,118,924,816 from distributable earnings to distribute cash dividends to shareholders, which is NT\$4.5 per share. The cash dividends were distributed on April 27, 2026.

#### Report No.7

Proposal: The Report on Material Related Party Transactions for 2025 is respectfully submitted for your review.

Explanation: The Company did not have any material related party transactions in 2025.

### **III.Ratification Items**

Report No.1

Proposed by the Board of Directors

Proposal: The Company's Business Report and Financial Reports for 2025 are submitted for your approval.

Explanation: I. The Company's Business Report, Financial Reports, and Consolidated Financial Reports for 2025 have been reviewed and approved by the Audit Committee and resolved by the Board of Directors.  
II. The Financial Reports and Consolidated Financial Reports have been audited by CPAs Yi-Lien Han and Shu-Ying Chang of KPMG, who have issued an unqualified audit report.  
III. The Company's Business Report, Financial Reports, and Consolidated Financial Reports for 2025 are presented in Attachment I on pages 6-9 and Attachment V on pages 13-30 of this handbook. They are hereby submitted for your approval.

Resolution:

Report No.2

Proposed by the Board of Directors

Proposal: The Proposal for Distribution of 2025 Earnings is submitted for your approval.

Explanation: The Board of Directors has approved the Company's Earnings Distribution Table for 2025, which has been reviewed by the Audit Committee. Please refer to Attachment VI on page 31 of this handbook for the Earnings Distribution Table. It is hereby submitted for your approval.

Resolution:

## IV. Discussion Items

Report No.1

Proposed by the Board of Directors

Proposal: Amendment to the Company's "Procedures for Acquisition or Disposal of Assets" - submitted for resolution.

Explanation: I. In response to operational requirements, certain provision of the Company's "Procedures for Acquisition or Disposal of Assets" have been amended.  
II. For a comparison of the provisions before and after amendment to the "Procedures for Acquisition or Disposal of Assets," please refer to Attachment 7 on pages 32-33 of this handbook.

Resolution:

Report No.2

Proposed by the Board of Directors

Proposal: Exemption from Non-Competition Restrictions for Directors - submitted for resolution.

Explanation: I. Pursuant to Article 209 of the Company Act, the additional competitive activities engaged in by the Company's directors and their representatives are hereby disclosed, and shareholders are requested to grant approval exempting such directors and their representatives from non-competition restrictions.  
II. The details of newly assumed concurrent positions held by the Company's directors and their representatives are as follows:

| Title    | Name   | Details of Newly Assumed Concurrent Positions  |
|----------|--|--|
| Director | Dawan Technology Co., Ltd.<br>Representative: Carl Hsiao | Director of American Taiwan Biopharma Philippines Inc.<br>Director of Medpace Taiwan Co., Ltd. |

Resolution:

## V. Extraordinary Motions

## VI. Adjournment

## VII.Attachment

### Attachment I

## TTY Biopharm Company Limited BUSINESS REPORT

### I. Operating Results for 2025

#### (I) Implementation Results of Business Plan

The company's consolidated net operating revenue for 2025 was NT\$6,452,948 thousand, an increase of NT\$5,893,847 thousand or 9.49% compared to NT\$559,101 thousand in 2024. This growth was primarily attributable to a significant increase in overseas business performance during 2025. Net profit attributable to the parent company for 2025 amounted to NT\$1,559,125 thousand, an increase of NT\$109,503 thousand, or 7.55%, compared to NT\$1,449,622 thousand for 2024. The increase was primarily attributable to higher operating revenues in 2025, which drove overall improvement in operating income and net profit for the period.

#### (II) Budget Implementation

The company's 2025 individual net operating revenue was NT\$5,407,764 thousand, with pre-tax net profit of NT\$1,559,125 thousand, achieving 124.01% of the annual budget target.

#### (III) Financial Receipts, Expenditures, and Profitability Analysis

| Item                                |                                  | Year   |        |
|-------------------------------------|----------------------------------|--------|--------|
|                                     |                                  | 2025   | 2024   |
| Financial Receipts and Expenditures | Interest Income (thousand NT\$)  | 13,221 | 10,121 |
|                                     | Interest Expense (thousand NT\$) | 38,010 | 38,337 |
| Profitability Analysis              | Return on Assets (%)             | 15.70  | 15.48  |
|                                     | Return on Equity (%)             | 22.29  | 22.84  |
|                                     | Net Profit Margin (%)            | 28.83  | 29.08  |
|                                     | Earnings Per Share (NT\$)        | 6.27   | 5.83   |

#### (IV) R&D Status

TTY Biopharm possesses professional pharmaceutical development and manufacturing capabilities, offering comprehensive solutions that encompass drug delivery systems and complete Contract Development and Manufacturing Organization (CDMO) services. From formulation development, analytical method development, process development, animal testing, and functional excipient synthesis to human clinical trials, GMP production, and CMC documentation preparation, all processes comply with international standards. This ensures research and development outcomes can be effectively translated into clinical

applications, while remaining committed to a patient-centric approach and enhancing healthcare accessibility.

The Company continues to advance research and development innovation and enhance its competitiveness in global markets, with a focus on developing high-barrier specialty dosage form drugs, biologics, and innovative pharmaceuticals, thereby ensuring diversity within its product portfolio and sustaining competitive advantages. Through comprehensive disease product lines covering anti-cancer drugs, critical care medicines, and vaccines, TTY Biopharm provides diverse solutions while actively investing in therapeutic areas with high market growth potential, ensuring research achievements can be rapidly converted into commercial value.

Looking ahead, TTY Biopharm will continue to innovate and focus on developing specialized drug delivery technology platforms. By strengthening technological advantages, international collaboration, and market expansion, the company will continuously enhance its competitive edge.

## **II. Summary of Business Plan for 2026**

### **(I) Management Policy**

TTY Biopharm upholds the vision of “Enhancing Human Life Quality Through Scientific Technology” and continues to pursue excellence and stable growth, successfully positioning itself as “an innovative international biotech pharmaceutical company focused on specialized dosage form development and new drug research.” The company’s strategy will focus on research, development, and manufacturing of high value-added pharmaceuticals, expanding into international markets, and strengthening competitive advantages in high-barrier specialized dosage forms and biologics to secure its global market position. To accelerate internationalization, TTY Biopharm is actively deploying resources in the United States, Europe, and emerging markets through direct operations and strategic alliances, while optimizing pharmaceutical product lines through proprietary research and technology licensing to meet diverse market demands. In the future, the company will pursue its mission of “Providing Diverse Medical Solutions for Patients Worldwide,” focusing on cancer treatment and critical anti-infection fields and becoming an international-level biotech pharmaceutical company that creates greater value for the global healthcare industry.

### **(II) Expected Sales Volume and Its Basis**

For 2026, the company forecasts sales of 423,786 thousand oral dosage units and 6,116 thousand injectable units. The company’s expected sales volume is based on IQVIA statistical reports, while also considering potential future market supply and demand changes, new product development speed, and national health insurance policies.

### **(III) Important Production and Sales Policies**

TTY Biopharm adheres to three core strategies — “Export of Difficult-to-Manufacture Generic Drugs,” “In-Licensing of International New Drugs,” and “Self-Manufactured Domestic New Drugs,” and continues to forge new growth trajectories upon its established foundation. The company continues to optimize its production and sales policies to meet market demands and enhance competitive advantages, expanding market share and strengthening brand influence.

TTY Biopharm continues to deepen its international market deployment. While steadily operating in the Taiwan market, the company is actively expanding into Asian, European, American, and other emerging markets through direct operations and strategic partnerships to enhance brand competitiveness and revenue momentum. The company will strengthen product competitiveness in core areas such as oncology, critical care, vaccines, and

anesthetic drugs, while actively introducing innovative international pharmaceuticals to meet the needs of various regional markets. Simultaneously, manufacturing facilities will be optimized according to market and regulatory requirements to ensure compliance with international quality standards while improving production efficiency. Additionally, by strengthening supply chain management to reduce costs and ensure market competitive advantage, TTY Biopharm will continue to solidify its competitiveness in the global market.

### **III. Future Company Development Strategy**

Corporate Vision: “Enhancing Human Life Quality Through Scientific Technology.”

Corporate Mission and Strategies: “Dedicated to developing and manufacturing specialized dosage form drugs (patentable or with high-barrier characteristics), biologics, new medical technologies, and new drugs to perfect TTY’s product portfolio; continuously strengthening the R&D platform for high-barrier dosage form drugs and extending their benefits to various disease domains”; “Specializing in and deepening international development in the areas of anti-cancer, critical care, anti-infection, and specialized dosage form drug development and manufacturing”; “Becoming one of the world’s most innovative biotech pharmaceutical companies”; “Being the best partner for international biotech pharmaceutical companies in drug development and international market marketing.”

In its future development, TTY Biopharm will endeavor to bring successive R&D outcomes through regulatory approval and to market, maximizing their commercial impact, while continuing to expand international market channels and actively pursuing opportunities for international collaboration. The Company’s development objectives will be achieved through the following key strategies:

1. Optimizing the product portfolio and target selection to encompass diverse therapeutic areas and to balance early-, mid-, and late-stage drug development, thereby ensuring sustained enhancement of corporate competitiveness, revenue growth, and value chain integration.
2. Deepening international cooperation, promoting innovative R&D, and accelerating the development of high technical threshold drugs that meet unmet medical needs, including specialized dosage form generics, new drugs, and drug delivery platforms. This will strengthen technical and manufacturing advantages, enhance international market competitiveness and brand visibility, and expand global business territory.
3. Keeping abreast of international regulatory dynamics and optimizing and upgrading manufacturing facilities to maintain competitive advantages. Simultaneously strengthening the CDMO (Contract Development and Manufacturing Organization) business model to enhance service capabilities in international markets and expand global business territory.
4. Enhancing manufacturing capacity and supply chain management through acquisitions, strategic alliances, and joint ventures; strengthening the integration of R&D and production; optimizing end-to-end management from drug development to manufacturing; and ensuring production efficiency and market competitiveness.
5. Continuously optimizing production processes to ensure the supply chain has international mass production capabilities. Simultaneously expanding production capacity scale through precise resource investment and profit/loss assessment to improve cost-effectiveness, ensure market competitive advantages, and strengthen international market supply capabilities and competitiveness.
6. Introducing international talent to enhance global competitiveness, and integrating cross-disciplinary expertise through organizational revitalization and management innovation. Anchoring organizational development in the four pillars of “science, regulations, business operations, and supply chain management” and building a leadership team with a global

perspective to drive the Company toward a new phase of internationalization.

7. Continuously optimizing internal organizational structure based on operational strategy and synergy considerations to improve operational efficiency and overall competitiveness. Simultaneously promoting standardization of licensing agreements to accelerate international business partnerships, expand domestic and overseas markets, strengthen global business deployment, and ensure maximization of company interests.

#### **IV. Impact of External Competitive Environment, Regulatory Environment, and Macroeconomic Environment**

In the face of increasingly intense competition in global markets and continued supply chain uncertainty in the post-pandemic era, TTY Biopharm continues to strengthen its capacity to respond to external environmental changes and to optimize production and operations management, ensuring stable supply and meeting market demand. Concurrently, in response to evolving regulatory landscapes in the United States and European markets, the Company will conduct rolling reviews and adjustments of its compliance strategies to ensure adherence to the regulatory standards of each jurisdiction and to sustain its competitive advantages in international markets.

To reduce operational risks and enhance corporate resilience, the company will deepen capital operations and cost control, optimize market response mechanisms, and diversify market risks through strategic cooperation and licensing agreements. These efforts will expand business deployment, improve profitability, ensure long-term stable development, and continuously strengthen global market competitiveness.

Chairman: Chuan Lin

President: Ching-Lan Hou

Chief Accountant: Wei-Chuan Wang

## **Attachment II**

### **TTY Biopharm Company Limited**

#### **Audit Committee's Review Report**

The Board of Directors has submitted the Company's 2025 Business Report, Financial Statements (including Consolidated Financial Statements), and Profit Distribution Proposal. The Financial Statements (including Consolidated Financial Statements) have been audited by CPAs Yi-Lien Han and Shu-Ying Chang of KPMG, who have issued audit reports. The aforementioned documents have been examined by the Audit Committee and found to be accurate and complete. This report is hereby submitted in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your review and approval.

Respectfully submitted to

The 2026 Annual Shareholders' Meeting of TTY Biopharm Company Limited

Convener of the Audit Committee, Ming-Dao Chang

March 9, 2026

## Attachment III

### TTY Biopharm Company Limited

#### Communication between the Audit Committee Members and the Head of Internal Audit in 2025

According to the Company's "Regulations on Communication Procedures between the Audit Committee and the Internal Audit Unit," the Head of Internal Audit shall report to the Independent Directors on audit operations, communicate audit findings, report on the implementation and effectiveness of follow-up actions, and discuss the annual audit plan at least quarterly during Audit Committee meetings. Additionally, a private meeting between the Independent Directors and the Head of Internal Audit is held annually to thoroughly communicate on issues of concern to the Independent Directors. The Independent Directors also evaluate the overall performance of the internal audit annually and provide recommendations for audit focus areas for the following year.

The summary of communications between the Audit Committee members and the Head of Internal Audit for fiscal year 2025 is as follows:

| Date   | Key Communication Points   | Implementation Results                 |
|--|--|--|
| 2025/02/25<br>5th meeting of the 4th term Audit Committee Meeting                          | Report on Internal Control Audit Items from December 2024 to January 2025  | No comments from Independent Directors |
| 2025/05/14<br>6th meeting of the 4th term Audit Committee Meeting                          | Report on Internal Control Audit Items from February to March 2025   | No comments from Independent Directors |
| 2025/08/05<br>7th meeting of the 4th term Audit Committee Meeting                          | Report on Internal Control Audit Items from April to June 2025   | No comments from Independent Directors |
| 2025/11/06<br>8th meeting of the 4th term Audit Committee Meeting                          | Report on audit items from July to September 2025  | No comments from Independent Directors |
| 2025/12/22<br>Private meeting between the Head of Internal Audit and Independent Directors | <ol style="list-style-type: none"><li>1. Audit Plan for fiscal year 2026</li><li>2. Implementation of corresponding measures for ERP system integration</li><li>3. Continued use of technology to improve audit efficiency</li><li>4. 2026 Performance Evaluation Criteria</li></ol> | No comments from Independent Directors |

# Attachment IV

## Details of Directors' Remuneration for 2025

Remuneration of Non-Independent Directors and Independent Directors:

Unit: NTD Thousands

| Title   | Name                 | Directors' Remuneration    |  |                                |  |                             |  |                                      |  | Total of items A, B, C, and D and ratio to Net Income After Tax (%) |  | Remuneration received as an employee           |  |                                |  |                           |              |             |              | Total of items A, B, C, D, E, F, and G and ratio to Net Income After Tax (%) |  | Remuneration received from investees other than subsidiaries or from the parent company |           |           |      |
|---|----------------------|----------------------------|--|--------------------------------|--|-----------------------------|--|--------------------------------------|--|---|--|--|--|--------------------------------|--|---------------------------|--------------|-------------|--------------|--|--|---|-----------|-----------|------|
|   |                      | Compensation (A)           |  | Severance Pay and Pensions (B) |  | Directors' Remuneration (C) |  | Allowances for Business Execution(D) |  |   |  | Salary, Bonuses, and Special Disbursements (E) |  | Severance Pay and Pensions (F) |  | Employee Remuneration (G) |              |             |              |  |  |   |           |           |      |
|   |                      | The Company                | All Companies in the Financial Reports | The Company                    | All Companies in the Financial Reports | The Company                 | All Companies in the Financial Reports | The Company                          | All Companies in the Financial Reports | The Company   | All Companies in the Financial Reports | The Company                                    | All Companies in the Financial Reports | The Company                    | All Companies in the Financial Reports | Cash Amount               | Stock Amount | Cash Amount | Stock Amount | The Company  | All Companies in the Financial Reports |   |           |           |      |
| Non-Independent Directors   | Chairman             | Chuan Lin                  | 8,792                                  | 9,542                          | 0                                      | 0                           | 3,600                                  | 3,600                                | 20                                     | 36  | 12,412.80                              | 13,178.85                                      | 453                                    | 453                            | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 12,866.83 | 13,632.87 | None |
|   | Vice Chairman        | Wen-Hua Chang              | 240                                    | 240                            | 0                                      | 0                           | 2,400                                  | 2,400                                | 20                                     | 20  | 2,660.17                               | 2,660.17                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,660.17  | 2,660.17  | None |
|   | Director             | Dawan Technology Co., Ltd. | 0                                      | 0                              | 0                                      | 0                           | 2,400                                  | 2,400                                | 0                                      | 0   | 2,400.15                               | 2,400.15                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,400.15  | 2,400.15  | None |
|   |                      | Representative: Carl Hsiao | 0                                      | 0                              | 0                                      | 0                           | 0                                      | 0                                    | 40                                     | 64  | 40.00                                  | 64.00  | 453                                    | 453                            | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 493.03    | 517.03    | None |
|   | Director             | Tze-Kaing Yang             | 0                                      | 0                              | 0                                      | 0                           | 2,400                                  | 2,400                                | 40                                     | 40  | 2,440.16                               | 2,440.16                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,440.16  | 2,440.16  | None |
|   | Director             | Shih-Chang Hsu             | 0                                      | 0                              | 0                                      | 0                           | 2,400                                  | 2,400                                | 20                                     | 20  | 2,420.16                               | 2,420.16                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,420.16  | 2,420.16  | None |
| Director  | Ying-Ying Liao       | 0                          | 0                                      | 0                              | 0                                      | 2,400                       | 2,400                                  | 20                                   | 20                                     | 2,420.16  | 2,420.16                               | 0  | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 2,420.16  | 2,420.16  | None      |      |
| Independent Director  | Independent Director | Ming-Ling Hsueh            | 2,640                                  | 2,640                          | 0                                      | 0                           | 0                                      | 0                                    | 92                                     | 92  | 2,732.18                               | 2,732.18                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,732.18  | 2,732.18  | None |
|   | Independent Director | An-Li Cheng                | 2,640                                  | 2,640                          | 0                                      | 0                           | 0                                      | 0                                    | 92                                     | 92  | 2,732.18                               | 2,732.18                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,732.18  | 2,732.18  | None |
|   | Independent Director | Ming-Dao Chang             | 2,640                                  | 2,640                          | 0                                      | 0                           | 0                                      | 0                                    | 92                                     | 92  | 2,732.18                               | 2,732.18                                       | 0                                      | 0                              | 0                                      | 0                         | 0            | 0           | 0            | 0  | 0                                      | 0   | 2,732.18  | 2,732.18  | None |
| <p>1. Please describe the independent Directors' remuneration policy, system, standards, and structure, and explain the correlation between the remuneration amount and factors such as responsibilities, risks, and time commitment: The Company's independent Directors receive monthly compensation in accordance with the Company's "Directors' Remuneration Distribution Regulations" and do not participate in the annual distribution of directors' remuneration. Their compensation is determined with reference to industry standards and based on their level of participation in the Company's operations and the value of their contributions, as resolved by the Company's Remuneration Committee and Board of Directors.</p> <p>2. In addition to the disclosures in the above table, remuneration received by the Company's directors in the most recent fiscal year for providing services to all companies included in the financial reports (such as serving as non-employee consultants to the parent company/all companies in the financial reports/in businesses): None.</p> |                      |                            |  |                                |  |                             |  |                                      |  |   |  |  |  |                                |  |                           |              |             |              |  |  |   |           |           |      |

# Attachment V

## Independent Auditors' Report

To the Board of Directors  
TTY Biopharm Company Limited:

### Opinion

We have audited the accompanying financial statements of TTY Biopharm Company Limited (“the Company”), which comprise the balance sheets as of December 31, 2025 and 2024, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to the Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### Other Matter

We did not audit the financial statements of PharmaEngine, Inc. Those statements were audited by another auditor, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for certain equity-accounted investees, are based solely on the report of another auditor. The investment in PharmaEngine, Inc. accounted for using the equity method constituted 10.16% and 11.48% of total assets as of December 31, 2025 and 2024, respectively, and the related share of profit of associates accounted for using the equity method constituted 3.52% and 17.74% of pre-tax net income for the years ended December 31, 2025 and 2024, respectively.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the financial statements are stated as follows:

## 1. Occurrence of revenue from selling pharmaceuticals and chemical drugs

Please refer to Notes 4(p) of the financial statements for the accounting principles on revenue recognition. Revenues are recognized by net values of contract prices, less sales returns and allowances, after controls of the products are transferred to the customers.

Key audit matters:

The Company's sales is mainly from selling of pharmaceuticals and chemical drugs. Because the customers are diversity and numerous, it takes longer time to verify sales transactions. Therefore, the occurrence in sales transactions is one of the important issue in performing our audit procedures.

Auditing procedures performed:

- Testing the effectiveness of the design and implementing the internal control system of sales and collection operation;
- Testing the samples of sales transaction before and after the balance sheet date to ensure the correctness of sales revenue;
- Inspecting the related documents to ensure the adequacy and reasonableness of revenue recognition.

## 2. Inventory valuation

Please refer to Notes 4(g), and 5 of the financial statements for the accounting principles on the inventory valuation, significant accounting assumptions and judgments, and major sources of estimation uncertainty.

Key audit matters:

The Company's primary operating items are manufacturing and processing various kinds of pharmaceuticals. The pharmaceutical industry in Taiwan is susceptible to the constant amendments of its law, resulting in large price fluctuation of pharmaceutical products, which will affect the carrying value of inventories to exceed its net value. Because of these uncertainties, the Company's revenue and income may be effected by the price fluctuations. If the assessment of the net realizable value of the inventory is not appropriate, it will lead to a material misstatement of the financial statements. Therefore, the assessment of the allowance for inventory valuation loss is considered one of the key audit matters in our audit.

Auditing procedures performed:

- Overviewing the stock ageing list, and analyzing the movement of stock ageing by period;
- Obtaining the certificate documents to verify the correctness of the stock's expiry date; and
- Sampling the replacement cost and market price of inventories, and recalculating the net realizable value by marketing expense rate, to ensure the reasonableness of net realizable value adopted by the Company.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines it is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Han, Yi-Lien and Chang, Stu-Ying.

KPMG

Taipei, Taiwan (Republic of China)

March 9, 2026

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.



(English Translation of Financial Statements Originally Issued in Chinese)

**TTY BIOPHARM COMPANY LIMITED**

**Statements of Comprehensive Income**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollar, Except for Earnings Per Share)**

|      |  | 2025                |             | 2024             |             |
|------|--|---------------------|-------------|------------------|-------------|
|      |  | Amount              | %           | Amount           | %           |
| 4000 | <b>Operating revenue</b> (notes 6(p)and 7)   | \$ 5,407,764        | 100         | 4,984,797        | 100         |
| 5000 | <b>Operating costs</b> (notes 6(c), (h), (l)and 12)  | 2,350,437           | 43          | 2,142,747        | 43          |
|      | <b>Gross profit</b>  | 3,057,327           | 57          | 2,842,050        | 57          |
| 5910 | Less: Unrealized profit (loss) from sales  | 33,360              | -           | 29,550           | -           |
| 5920 | Add: Realized profit (loss) from sales   | 29,550              | 1           | 20,922           | -           |
|      | <b>Gross profit, net</b>   | 3,053,517           | 58          | 2,833,422        | 57          |
| 6000 | <b>Operating expenses (notes 6(h), (l)and 12):</b>   |                     |             |                  |             |
| 6100 | Selling expenses   | 1,064,419           | 20          | 1,035,672        | 21          |
| 6200 | Administrative expenses (note 6(q))  | 338,470             | 6           | 335,955          | 6           |
| 6300 | Research and development expenses  | 168,441             | 3           | 242,934          | 5           |
| 6450 | Expected credit losses (note 6(b))   | -                   | -           | 600              | -           |
|      |  | 1,571,330           | 29          | 1,615,161        | 32          |
|      | <b>Net operating income</b>  | 1,482,187           | 29          | 1,218,261        | 25          |
|      | <b>Non-operating income and losses (notes 6(r)and 7):</b>  |                     |             |                  |             |
| 7100 | Interest income  | 13,221              | -           | 10,121           | -           |
| 7010 | Other income   | 229,974             | 4           | 14,148           | -           |
| 7020 | Other losses and gains, net(note 6(f))   | 2,194               | -           | 46,142           | 1           |
| 7050 | Finance costs, net   | (38,010)            | (1)         | (38,337)         | (1)         |
| 7070 | Share of profit of subsidiaries and associates accounted for using equity method, net (note 6(e))  | 292,906             | 5           | 526,163          | 11          |
|      |  | 500,285             | 8           | 558,237          | 11          |
|      | <b>Profit before tax</b>   | 1,982,472           | 37          | 1,776,498        | 36          |
| 7950 | Less: Income tax expenses (note 6(m)):   | 423,347             | 8           | 326,876          | 7           |
|      | <b>Profit for the period</b>   | 1,559,125           | 29          | 1,449,622        | 29          |
| 8300 | <b>Other comprehensive income:</b>   |                     |             |                  |             |
| 8310 | <b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>   |                     |             |                  |             |
| 8311 | Gains on remeasurements of defined benefit plans (note 6(l))   | 96                  | -           | 9,292            | -           |
| 8330 | Share of other comprehensive loss of subsidiaries and associates accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss | 2,061               | -           | 113,243          | 2           |
| 8349 | Income tax related to components of other comprehensive income that will not be reclassified to profit or loss   | -                   | -           | -                | -           |
|      | <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>  | 2,157               | -           | 122,535          | 2           |
| 8360 | <b>Components of other comprehensive (loss) income that will be reclassified to profit or loss</b>   |                     |             |                  |             |
| 8361 | Exchange differences on translation  | (37,267)            | (1)         | 133,464          | 3           |
| 8380 | Share of other comprehensive income of subsidiaries and associates accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss   | 153                 | -           | 44               | -           |
| 8399 | Income tax related to components of other comprehensive loss that may be reclassified to profit or loss  | 7,362               | -           | (26,700)         | (1)         |
|      | Components of other comprehensive (loss) income that may be reclassified to profit or loss   | (29,752)            | (1)         | 106,808          | 2           |
| 8300 | <b>Other comprehensive (loss) income for the period, net of tax</b>  | (27,595)            | (1)         | 229,343          | 4           |
|      | <b>Total comprehensive income for the period</b>   | <b>\$ 1,531,530</b> | <b>28</b>   | <b>1,678,965</b> | <b>33</b>   |
|      | <b>Earnings per share, net of tax (note 6(o))</b>  |                     |             |                  |             |
|      | Basic earnings per share   | \$                  | <b>6.27</b> | \$               | <b>5.83</b> |
|      | Diluted earnings per share   | \$                  | <b>6.26</b> | \$               | <b>5.82</b> |

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

**TTY BIOPHARM COMPANY LIMITED**

**Statements of Changes in Equity**

**For the years ended December 31, 2025 and 2024**

(Expressed in Thousands of New Taiwan Dollar)

|   | Share capital   |                 | Retained earnings |                 |                                  | Total other equity interest   |   |                             |             | Total equity |
|---|-----------------|-----------------|-------------------|-----------------|----------------------------------|---|---|-----------------------------|-------------|--------------|
|   | Ordinary shares | Capital surplus | Legal reserve     | Special reserve | Unappropriated retained earnings | Exchange differences on translation of foreign financial statements | Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income | Total other equity interest |             |              |
| <b>Balance on January 1, 2024</b>   | \$ 2,486,500    | 316,618         | 1,389,227         | 198,071         | 1,594,709                        | (75,492)  | 31,707  | (43,785)                    | 5,941,340   |              |
| Net income  | -               | -               | -                 | -               | 1,449,622                        | -   | -   | -                           | 1,449,622   |              |
| Other comprehensive income  | -               | -               | -                 | -               | 9,292                            | 106,808   | 113,243   | 220,051                     | 229,343     |              |
| Total comprehensive income  | -               | -               | -                 | -               | 1,458,914                        | 106,808   | 113,243   | 220,051                     | 1,678,965   |              |
| Appropriation and distribution of retained earnings:  |                 |                 |                   |                 |                                  |   |   |                             |             |              |
| Legal reserve appropriated  | -               | -               | 110,289           | -               | (110,289)                        | -   | -   | -                           | -           |              |
| Cash dividends of ordinary share  | -               | -               | -                 | -               | (870,275)                        | -   | -   | -                           | (870,275)   |              |
| Other changes in capital surplus:   |                 |                 |                   |                 |                                  |   |   |                             |             |              |
| Changes in equity of investments accounted for using equity method                                      | -               | 284             | -                 | -               | -                                | -   | -   | -                           | 284         |              |
| Other changes in capital surplus  | -               | 134             | -                 | -               | -                                | -   | -   | -                           | 134         |              |
| Disposal of investments in equity instruments measured at fair value through other comprehensive income | -               | -               | -                 | -               | 117,578                          | -   | (117,578)   | (117,578)                   | -           |              |
| Balance on December 31, 2024  | 2,486,500       | 317,036         | 1,499,516         | 198,071         | 2,190,637                        | 31,316  | 27,372  | 58,688                      | 6,750,448   |              |
| Net income  | -               | -               | -                 | -               | 1,559,125                        | -   | -   | -                           | 1,559,125   |              |
| Other comprehensive income  | -               | -               | -                 | -               | 96                               | (29,752)  | 2,061   | (27,691)                    | (27,595)    |              |
| Total comprehensive income  | -               | -               | -                 | -               | 1,559,221                        | (29,752)  | 2,061   | (27,691)                    | 1,531,530   |              |
| Appropriation and distribution of retained earnings:  |                 |                 |                   |                 |                                  |   |   |                             |             |              |
| Legal reserve appropriated  | -               | -               | 157,649           | -               | (157,649)                        | -   | -   | -                           | -           |              |
| Cash dividends of ordinary share  | -               | -               | -                 | -               | (1,044,330)                      | -   | -   | -                           | (1,044,330) |              |
| Other changes in capital surplus:   |                 |                 |                   |                 |                                  |   |   |                             |             |              |
| Changes in equity of investments accounted for using equity method                                      | -               | 121             | -                 | -               | -                                | -   | -   | -                           | 121         |              |
| Other changes in capital surplus  | -               | 246             | -                 | -               | -                                | -   | -   | -                           | 246         |              |
| Disposal of subsidiaries or investments accounted for using equity method                               | -               | -               | -                 | -               | -                                | 282   | -   | 282                         | 282         |              |
| Disposal of investments accounted for using the equity method / subsidiaries                            | -               | 156             | -                 | -               | (43)                             | -   | -   | -                           | 113         |              |
| Disposal of investments in equity instruments measured at fair value through other comprehensive income | -               | -               | -                 | -               | 24,097                           | -   | (24,097)  | (24,097)                    | -           |              |
| <b>Balance on December 31, 2025</b>   | \$ 2,486,500    | 317,559         | 1,657,165         | 198,071         | 2,571,933                        | 1,846   | 5,336   | 7,182                       | 7,238,410   |              |

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

**TTY BIOPHARM COMPANY LIMITED**

**Statements of Cash Flows**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollar)**

|   | <u>2025</u>        | <u>2024</u>        |
|---|--------------------|--------------------|
| <b>Cash flows from (used in) operating activities:</b>                  |                    |                    |
| <b>Profit before tax</b>  | \$ 1,982,472       | 1,776,498          |
| <b>Adjustments:</b>   |                    |                    |
| <b>Adjustments to reconcile profit (loss):</b>                          |                    |                    |
| Depreciation expense  | 145,983            | 141,546            |
| Amortization expense  | 34,472             | 42,164             |
| Expected credit losses  | -                  | 600                |
| Interest expense  | 38,010             | 38,337             |
| Interest income   | (13,221)           | (10,121)           |
| Share of profit of investments accounted for using the equity method    | (292,906)          | (526,163)          |
| Losses on disposal of property, plant and equipment                     | 1,800              | 79                 |
| Reversal of impairment loss on non-financial assets                     | 18,184             | (2,000)            |
| Unrealized profit from sales  | 33,360             | 29,550             |
| Realized profit from sales  | (29,550)           | (20,922)           |
| Gain from lease modification  | -                  | (46)               |
| Others  | (6,341)            | (6,341)            |
| <b>Total adjustments to reconcile (loss) profit</b>                     | <u>(70,209)</u>    | <u>(313,317)</u>   |
| <b>Changes in operating assets and liabilities:</b>                     |                    |                    |
| Notes receivable  | 2,549              | 7,145              |
| Accounts receivable   | (111,750)          | (13,397)           |
| Other receivable  | (12,755)           | 6,563              |
| Inventories   | (142,219)          | (125,984)          |
| Other current assets  | (9,017)            | 22,914             |
| <b>Total changes in operating assets</b>                                | <u>(273,192)</u>   | <u>(102,759)</u>   |
| Current contract liabilities  | 17,157             | 20,508             |
| Notes payable   | (32,023)           | (21,821)           |
| Accounts payable  | (16,199)           | 40,469             |
| Other payable   | 116,437            | (54,181)           |
| Other current liabilities   | (2,947)            | 170                |
| Net defined benefit liability   | (435)              | (571)              |
| Decrease in other non-current liabilities                               | -                  | (33,400)           |
| <b>Total changes in operating liabilities</b>                           | <u>81,990</u>      | <u>(48,826)</u>    |
| <b>Total changes in operating assets and liabilities</b>                | <u>(191,202)</u>   | <u>(151,585)</u>   |
| <b>Total adjustments</b>  | <u>(261,411)</u>   | <u>(464,902)</u>   |
| Cash inflow generated from operations                                   | 1,721,061          | 1,311,596          |
| Interest received   | 13,221             | 10,121             |
| Dividends received  | 237,930            | 89,929             |
| Interest paid   | (37,759)           | (38,060)           |
| Income taxes paid   | (320,398)          | (277,957)          |
| <b>Net cash flows from operating activities</b>                         | <u>1,614,055</u>   | <u>1,095,629</u>   |
| <b>Cash flows from (used in) investing activities:</b>                  |                    |                    |
| Proceeds from disposal of investments accounted for using equity method | -                  | 290,250            |
| Acquisition of property, plant and equipment                            | (80,588)           | (88,258)           |
| Proceeds from disposal of property, plant and equipment                 | 1,134              | 3,632              |
| Increase in refundable deposits   | (24,140)           | -                  |
| Decrease in refundable deposits   | -                  | 19,897             |
| Acquisition of intangible assets  | (50,341)           | (8,118)            |
| Increase in other financial assets                                      | (13,406)           | -                  |
| Decrease in other financial assets                                      | -                  | 239                |
| Increase in prepayments for business facilities                         | (9,465)            | (35,142)           |
| Increase in other non-current assets                                    | (17,361)           | (18,832)           |
| <b>Net cash flows (used in) from investing activities</b>               | <u>(194,167)</u>   | <u>163,668</u>     |
| <b>Cash flows from (used in) financing activities:</b>                  |                    |                    |
| Increase in short-term loans  | 6,300,000          | 8,050,000          |
| Decrease in short-term loans  | (6,800,000)        | (8,300,000)        |
| Proceeds from long-term borrowings                                      | 400,000            | 500,000            |
| Repayments of long-term borrowings                                      | (400,000)          | (400,000)          |
| Increase (decrease) in guarantee deposits                               | (10)               | 41                 |
| Payment of lease liabilities  | (1,260)            | (2,019)            |
| Cash dividends paid   | (1,044,330)        | (870,275)          |
| Dividends unclaimed by shareholders                                     | 246                | 134                |
| <b>Net cash flows used in financing activities</b>                      | <u>(1,545,354)</u> | <u>(1,022,119)</u> |
| <b>Effect of exchange rate changes on cash and cash equivalents</b>     | (23)               | 6                  |
| <b>Increase (decrease) in cash and cash equivalents for the period</b>  | (125,489)          | 237,184            |
| <b>Cash and cash equivalents at beginning of period</b>                 | 755,565            | 518,381            |
| <b>Cash and cash equivalents at end of period</b>                       | <u>\$ 630,076</u>  | <u>755,565</u>     |

See accompanying notes to financial statements.

## **Independent Auditors' Report**

To the Board of Directors of TTY Biopharm Company Limited:

### **Opinion**

We have audited the consolidated financial statements of TTY Biopharm Company Limited and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to the Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

We conducted our audit in accordance with the Regulations Governing Financial Statements Audit and Attestation Engagements of Certified Public Accountants Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the report of another auditor, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### **Other Matter**

We did not audit the financial statements of PharmaEngine Inc, an associate of the Group, which represented investment in another entity accounted for using the equity method. Those statements were audited by another auditor, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for certain equity-accounted investees, is based solely on the report of another auditor. The investment in the investee company constituted 9.26% and 10.46% of consolidated total assets as of December 31, 2025 and 2024, respectively, and the related share of profit of associates accounted for using the equity method constituted 3.28% and 16.71% of pre-tax net income for the years ended December 31, 2025 and 2024, respectively.

We have audited the financial statements of TTY Biopharm Company Limited as of and for the years ended December 31, 2025 and 2024, on which we have issued an unqualified opinion with another matter section, thereon.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the consolidated financial statements are stated as follows:

### 1. Occurrence of revenue from selling pharmaceuticals and chemical drugs

Please refer to Notes 4(p) of the consolidated financial statements for the accounting principles on revenue recognition. Revenues are recognized by net values of contract prices, less sales returns and allowances, after controls of the products are transferred to the customers.

Key audit matters:

The Group's sales is mainly from the selling of pharmaceuticals and chemical drugs. Because the customers are diversity and numerous, it takes longer time to verify sales transactions. Therefore, the occurrence in sales transactions is one of the important issue in performing our audit procedures.

Auditing procedures performed:

- Testing the effectiveness of the design and implementing the internal control system of sales and collection operation;
- Testing the samples of sales transaction before and after the balance sheet date to ensure the correctness of sales revenue;
- Inspecting the related documents to ensure the adequacy and reasonableness of revenue recognition.

### 2. Inventory valuation

Please refer to Notes 4(h) and 5 of the consolidated financial statements for the accounting principles on the inventory valuation, significant accounting assumptions and judgments, and major sources of estimation uncertainty.

Key audit matters:

The Group's primary operating items are manufacturing and processing various kinds of pharmaceuticals. The pharmaceutical industry in Taiwan is susceptible to the constant amendments of its law, resulting in large price fluctuation of pharmaceutical products, which will affect the carrying value of inventories to exceed its net value. Because of these uncertainties, the Group's revenue and income may be effected by the price fluctuations. If the assessment of the net realizable value of the inventory is not appropriate, it will lead to a material misstatement of the financial statements. Therefore, the assessment of the allowance for inventory valuation loss is considered one of the key audit matters in our audit.

Auditing procedures performed:

- Overviewing the stock ageing list, analyzing the movement of stock ageing by period;
- Obtaining the certificate documents to verify the correctness of the stock's expiry date; and
- Sampling the replacement cost and market price of inventories, and recalculating the net realizable value by marketing expense rate, to ensure the reasonableness of net realizable value adopted by the Group.

### 3. Goodwill Impairment Assessment

Please refer to Notes 4(n) non-financial asset impairment of the consolidated financial statements for the accounting policies on the impairment assessment of intangible assets; for significant accounting assumptions and judgments regarding goodwill, please refer to Note 5(b); for explanations on the goodwill impairment assessment, please refer to Note 6(j) Intangible Assets of the consolidated financial statements.

Key audit matters:

The goodwill of TTY Group arises from the premium paid (the acquisition price exceeding the book value) for acquiring 51% of ordinary shares outstanding of each of TOP Pharm Medicalware Co., Ltd. (TOP PM) and TOP Biological Technology Co., Ltd. (TOP BT) in 2024. The primary risk lies in the management's subjective judgment in assessing future cash flow assumptions, which are highly uncertain and may affect the evaluation of recoverable value. Therefore, the goodwill impairment test is one of the most critical assessment items for the accountant in auditing the financial statements of TTY Group.

Auditing procedures performed:

The primary audit procedures performed by us for the aforementioned key audit matter included verifying the Group management's assumptions against externally available information and performing professional assessments of the key parameters adopted by the management, such as the projected growth rates, discount rates, and gross margins. We also evaluated the accuracy of the management's past forecasts, including performing sensitivity analyses on the assumptions used in the impairment testing calculations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines it is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Han, Yi-Lien and Chang, Stu-Ying.

KPMG

Taipei, Taiwan (Republic of China)

March 9, 2026

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**TTY BIOPHARM COMPANY LIMITED AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollar, Except for Earnings Per Share)**

|      |  | 2025                |           | 2024             |           |
|------|--|---------------------|-----------|------------------|-----------|
|      |  | Amount              | %         | Amount           | %         |
| 4000 | <b>Operating revenue (notes 6(r) and 7)</b>  | \$ 6,452,948        | 100       | 5,893,847        | 100       |
| 5000 | <b>Operating costs (notes 6(d), (n) and 12)</b>  | 2,732,425           | 42        | 2,479,113        | 42        |
|      | <b>Gross profit</b>  | 3,720,523           | 58        | 3,414,734        | 58        |
| 5910 | Less: Unrealized profit (loss) from sales  | 12,023              | -         | 12,053           | -         |
| 5920 | Add: Realized profit (loss) from sales   | 12,053              | -         | 13,490           | -         |
|      | <b>Gross profit, net</b>   | 3,720,553           | 58        | 3,416,171        | 58        |
| 6000 | <b>Operating expenses (notes 6(n), (s) and 12):</b>  |                     |           |                  |           |
| 6100 | Selling expenses   | 1,365,052           | 21        | 1,284,233        | 22        |
| 6200 | Administrative expenses  | 456,298             | 7         | 465,327          | 8         |
| 6300 | Research and development expenses  | 194,348             | 3         | 271,392          | 4         |
| 6450 | Expected credit losses (note 6(c))   | 896                 | -         | 1,363            | -         |
|      | <b>Total operating expenses</b>  | 2,016,594           | 31        | 2,022,315        | 34        |
|      | <b>Net operating income</b>  | 1,703,959           | 27        | 1,393,856        | 24        |
|      | <b>Non-operating income and expenses (note 6(t)):</b>  |                     |           |                  |           |
| 7100 | Interest income  | 75,076              | 1         | 85,760           | 1         |
| 7010 | Other income   | 227,881             | 4         | 12,833           | -         |
| 7020 | Other gains and losses, net (note 7)   | (7,948)             | -         | 31,930           | 1         |
| 7050 | Finance costs, net   | (38,656)            | (1)       | (38,739)         | (1)       |
| 7060 | Share of profit of associates accounted for using the equity method, net (note 6(e))   | 164,866             | 3         | 400,047          | 7         |
| 7055 | <b>Total non-operating income and expenses</b>   | 421,219             | 7         | 491,831          | 8         |
|      | <b>Profit before tax</b>   | 2,125,178           | 34        | 1,885,687        | 32        |
| 7950 | <b>Less: Income tax expenses (note 6(o))</b>   | 470,474             | 7         | 366,333          | 6         |
|      | <b>Profit for the period</b>   | 1,654,704           | 27        | 1,519,354        | 26        |
| 8300 | <b>Other comprehensive income :</b>  |                     |           |                  |           |
| 8310 | <b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>   |                     |           |                  |           |
| 8311 | Gains on remeasurements of defined benefit plans (note 6(n))   | 96                  | -         | 9,292            | -         |
| 8316 | Unrealized (losses) gains from investments in equity instruments measured at fair value through other comprehensive income   | (7,293)             | -         | 220,157          | 4         |
| 8320 | Share of other comprehensive income (losses) of associates accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss | 6,180               | -         | (11,102)         | -         |
| 8349 | Income tax related to components of other comprehensive income that will not be reclassified to profit or loss   | -                   | -         | -                | -         |
|      | Components of other comprehensive (losses) income that will not be reclassified to profit or loss  | (1,017)             | -         | 218,347          | 4         |
| 8360 | <b>Components of other comprehensive income (losses) that will be reclassified to profit or loss</b>   |                     |           |                  |           |
| 8361 | Exchange differences on translation  | (37,083)            | (1)       | 133,568          | 2         |
| 8399 | Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss  | 7,362               | -         | (26,700)         | -         |
|      | Components of other comprehensive (loss) income that will be reclassified to profit or loss  | (29,721)            | (1)       | 106,868          | 2         |
| 8300 | <b>Other comprehensive (loss) income</b>   | (30,738)            | (1)       | 325,215          | 6         |
|      | <b>Total comprehensive income for the period</b>   | <b>\$ 1,623,966</b> | <b>26</b> | <b>1,844,569</b> | <b>32</b> |
|      | <b>Profit attributable to:</b>   |                     |           |                  |           |
| 8610 | Owners of parent   | \$ 1,559,125        | 26        | 1,449,622        | 25        |
| 8620 | Non-controlling interests  | 95,579              | 1         | 69,732           | 1         |
|      |  | <b>\$ 1,654,704</b> | <b>27</b> | <b>1,519,354</b> | <b>26</b> |
|      | <b>Comprehensive income attributable to:</b>   |                     |           |                  |           |
|      | Owners of parent   | \$ 1,531,530        | 24        | 1,678,965        | 29        |
|      | Non-controlling interests  | 92,436              | 2         | 165,604          | 3         |
|      |  | <b>\$ 1,623,966</b> | <b>26</b> | <b>1,844,569</b> | <b>32</b> |
|      | <b>Earnings per share, net of tax (note 6(q))</b>  |                     |           |                  |           |
| 9750 | Basic earnings per share   | <b>\$ 6.27</b>      |           | <b>5.83</b>      |           |
| 9850 | Diluted earnings per share   | <b>\$ 6.26</b>      |           | <b>5.82</b>      |           |

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**TTY BIOPHARM COMPANY LIMITED AND SUBSIDIARIES**

**Consolidated Statements of Changes in Equity**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollar)**

|   | Equity attributable to owners of parent |                 |                   |                 |                                  |                                     |   |                             |   |                           |                  |
|---|---|-----------------|-------------------|-----------------|----------------------------------|-------------------------------------|---|-----------------------------|---|---------------------------|------------------|
|   | Share capital                           |                 | Retained earnings |                 |                                  |                                     | Total other equity interest   |                             |   |                           |                  |
|   | Ordinary shares                         | Capital surplus | Legal reserve     | Special reserve | Unappropriated retained earnings | Exchange differences on translation | Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income | Total other equity interest | Total equity attributable to owners of parent | Non-controlling interests | Total equity     |
| <b>Balance at January 1, 2024</b>   | \$ 2,486,500                            | 316,618         | 1,389,227         | 198,071         | 1,594,709                        | (75,492)                            | 31,707  | (43,785)                    | 5,941,340                                     | 564,802                   | 6,506,142        |
| Net income  | -                                       | -               | -                 | -               | 1,449,622                        | -                                   | -   | -                           | 1,449,622                                     | 69,732                    | 1,519,354        |
| Other comprehensive income  | -                                       | -               | -                 | -               | 9,292                            | 106,808                             | 113,243   | 220,051                     | 229,343                                       | 95,872                    | 325,215          |
| Total comprehensive income  | -                                       | -               | -                 | -               | 1,458,914                        | 106,808                             | 113,243   | 220,051                     | 1,678,965                                     | 165,604                   | 1,844,569        |
| Appropriation and distribution of retained earnings:  |   |                 |                   |                 |                                  |                                     |   |                             |   |                           |                  |
| Legal reserve appropriated  | -                                       | -               | 110,289           | -               | (110,289)                        | -                                   | -   | -                           | -   | -                         | -                |
| Cash dividends of ordinary share  | -                                       | -               | -                 | -               | (870,275)                        | -                                   | -   | -                           | (870,275)                                     | -                         | (870,275)        |
| Other changes in capital surplus:   |   |                 |                   |                 |                                  |                                     |   |                             |   |                           |                  |
| Changes in equity of investments accounted for using the equity method                                  | -                                       | 253             | -                 | -               | -                                | -                                   | -   | -                           | 253   | -                         | 253              |
| Other changes in capital surplus  | -                                       | 134             | -                 | -               | -                                | -                                   | -   | -                           | 134   | -                         | 134              |
| Changes in ownership interests in subsidiaries  | -                                       | 31              | -                 | -               | -                                | -                                   | -   | -                           | 31  | 23                        | 54               |
| Changes in non-controlling interests  | -                                       | -               | -                 | -               | -                                | -                                   | -   | -                           | -   | 51,453                    | 51,453           |
| Disposal of investments in equity instruments measured at fair value through other comprehensive income | -                                       | -               | -                 | -               | 117,578                          | -                                   | (117,578)   | (117,578)                   | -   | -                         | -                |
| Distribution of dividend by subsidiaries to non-controlling interests                                   | -                                       | -               | -                 | -               | -                                | -                                   | -   | -                           | -   | (21,390)                  | (21,390)         |
| Balance at December 31, 2024  | 2,486,500                               | 317,036         | 1,499,516         | 198,071         | 2,190,637                        | 31,316                              | 27,372  | 58,688                      | 6,750,448                                     | 760,492                   | 7,510,940        |
| Profit (loss)   | -                                       | -               | -                 | -               | 1,559,125                        | -                                   | -   | -                           | 1,559,125                                     | 95,579                    | 1,654,704        |
| Other comprehensive income  | -                                       | -               | -                 | -               | 96                               | (29,752)                            | 2,061   | (27,691)                    | (27,595)                                      | (3,143)                   | (30,738)         |
| Total comprehensive income  | -                                       | -               | -                 | -               | 1,559,221                        | (29,752)                            | 2,061   | (27,691)                    | 1,531,530                                     | 92,436                    | 1,623,966        |
| Appropriation and distribution of retained earnings:  |   |                 |                   |                 |                                  |                                     |   |                             |   |                           |                  |
| Legal reserve appropriated  | -                                       | -               | 157,649           | -               | (157,649)                        | -                                   | -   | -                           | -   | -                         | -                |
| Cash dividends of ordinary share  | -                                       | -               | -                 | -               | (1,044,330)                      | -                                   | -   | -                           | (1,044,330)                                   | -                         | (1,044,330)      |
| Other changes in capital surplus:   |   |                 |                   |                 |                                  |                                     |   |                             |   |                           |                  |
| Changes in equity of associates and joint ventures accounted for using equity method                    | -                                       | 121             | -                 | -               | -                                | -                                   | -   | -                           | 121   | -                         | 121              |
| Other changes in capital surplus  | -                                       | 246             | -                 | -               | -                                | -                                   | -   | -                           | 246   | -                         | 246              |
| Disposal of subsidiaries or investments accounted for using equity method                               | -                                       | -               | -                 | -               | -                                | 282                                 | -   | 282                         | 282   | 180                       | 462              |
| Changes in ownership interests in subsidiaries  | -                                       | 156             | -                 | -               | (43)                             | -                                   | -   | -                           | 113   | 111                       | 224              |
| Disposal of investments in equity instruments measured at fair value through other comprehensive income | -                                       | -               | -                 | -               | 24,097                           | -                                   | (24,097)  | (24,097)                    | -   | -                         | -                |
| Distribution of dividend by subsidiaries to non-controlling interests                                   | -                                       | -               | -                 | -               | -                                | -                                   | -   | -                           | -   | (40,287)                  | (40,287)         |
| <b>Balance at December 31, 2025</b>   | <b>\$ 2,486,500</b>                     | <b>317,559</b>  | <b>1,657,165</b>  | <b>198,071</b>  | <b>2,571,933</b>                 | <b>1,846</b>                        | <b>5,336</b>  | <b>7,182</b>                | <b>7,238,410</b>                              | <b>812,932</b>            | <b>8,051,342</b> |

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**TTY BIOPHARM COMPANY LIMITED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2025 and 2024**  
**(Expressed in Thousands of New Taiwan Dollar)**

|   | 2025                | 2024             |
|---|---------------------|------------------|
| <b>Cash flows from (used in) operating activities:</b>                                      |                     |                  |
| <b>Profit before tax</b>  | \$ 2,125,178        | 1,885,687        |
| <b>Adjustments:</b>   |                     |                  |
| <b>Adjustments to reconcile profit (loss):</b>  |                     |                  |
| Depreciation expenses   | 158,266             | 155,842          |
| Amortization expenses   | 38,311              | 46,507           |
| Expected (reversal of) credit impairment losses   | 896                 | 1,363            |
| Interest expenses   | 38,656              | 38,739           |
| Interest income   | (75,076)            | (85,760)         |
| Dividend income   | (6,557)             | (6,528)          |
| Shares of profit of investments accounted for using the equity method                       | (164,866)           | (400,047)        |
| Gain on disposal of property, plant and equipment   | 1,800               | 946              |
| Gain on disposal of investments accounted for using equity method                           | (946)               | -                |
| Impairment loss on non-financial assets   | 18,184              | 6,799            |
| Unrealized profit from sales  | 12,023              | 12,053           |
| Realized profit from sales  | (12,053)            | (13,490)         |
| Gain from lease modification  | -                   | (127)            |
| <b>Total adjustments to reconcile profit (loss)</b>   | 8,638               | (243,703)        |
| <b>Changes in operating assets and liabilities:</b>   |                     |                  |
| <b>Changes in operating assets:</b>   |                     |                  |
| Notes receivable  | 399                 | 15,201           |
| Accounts receivable   | (167,144)           | 35,071           |
| Other receivables   | (10,200)            | 3,861            |
| Inventories   | (119,080)           | (161,267)        |
| Prepayments and other current assets  | (12,171)            | 24,263           |
| <b>Total changes in operating assets</b>  | (308,196)           | (82,871)         |
| <b>Changes in operating liabilities:</b>  |                     |                  |
| Contract liabilities  | 19,368              | 20,106           |
| Notes payable   | (40,759)            | (40,649)         |
| Accounts payable  | (13,343)            | (10,209)         |
| Other payable   | 93,185              | (5,633)          |
| Other current liabilities   | 18,056              | 6,162            |
| Net defined benefit liability   | (435)               | (571)            |
| <b>Total changes in operating liabilities</b>   | 76,072              | (30,794)         |
| <b>Total changes in operating assets and liabilities</b>                                    | (232,124)           | (113,665)        |
| <b>Total adjustments</b>  | (223,486)           | (357,368)        |
| Cash inflow generated from operations   | 1,901,692           | 1,528,319        |
| Interest received   | 71,800              | 87,878           |
| Dividends received  | 198,509             | 68,697           |
| Interest paid   | (38,405)            | (38,462)         |
| Income taxes paid   | (371,759)           | (297,056)        |
| <b>Net cash flows from operating activities</b>   | 1,761,837           | 1,349,376        |
| <b>Cash flows from (used in) investing activities:</b>                                      |                     |                  |
| Acquisition of financial assets at fair value through other comprehensive income            | -                   | (2,489)          |
| Proceeds from disposal of financial assets at fair value through other comprehensive income | 46,047              | 221,121          |
| Proceeds from disposal of investments accounted for using equity method                     | 1,470               | -                |
| Net cash outflow from acquisition of subsidiaries   | -                   | (242,870)        |
| Acquisition of property, plant and equipment  | (81,981)            | (89,138)         |
| Proceeds from disposal of property, plant and equipment                                     | 1,134               | 3,927            |
| (Increase) decrease in refundable deposits paid   | (24,961)            | 20,285           |
| Acquisition of intangible assets  | (56,224)            | (9,135)          |
| Increase in other financial assets  | (218,406)           | (90,452)         |
| Increase in prepayments for business facilities   | (12,627)            | (36,021)         |
| Increase in other non-current assets  | (21,815)            | (18,791)         |
| <b>Net cash flows used in investing activities</b>  | (367,363)           | (243,563)        |
| <b>Cash flows from (used in) financing activities:</b>                                      |                     |                  |
| Increase in short-term loans  | 6,300,000           | 8,050,000        |
| Decrease in short-term loans  | (6,800,000)         | (8,300,000)      |
| Proceeds from long-term borrowings  | 400,000             | 500,000          |
| Repayments of long-term borrowings  | (400,000)           | (400,000)        |
| Increase in guarantee deposits received   | 14                  | 8                |
| Payment of lease liabilities  | (8,609)             | (9,767)          |
| Cash dividends paid   | (1,044,330)         | (870,275)        |
| Dividends unclaimed by shareholders   | -                   | 188              |
| Cash dividends paid to non-controlling interests  | (40,287)            | (21,390)         |
| <b>Net cash flows used in financing activities</b>  | (1,593,212)         | (1,051,236)      |
| <b>Effect of exchange rate changes on cash and cash equivalents</b>                         | (53,028)            | 97,018           |
| <b>Net (Decrease) increase in cash and cash equivalents</b>                                 | (251,766)           | 151,595          |
| <b>Cash and cash equivalents at beginning of period</b>                                     | 2,772,615           | 2,621,020        |
| <b>Cash and cash equivalents at end of period</b>   | <u>\$ 2,520,849</u> | <u>2,772,615</u> |

See accompanying notes to financial statements.

## Attachment VI

### TTY Biopharm Company Limited

#### Earnings Distribution Table

2025

Unit: NT\$

| Item  | Amount        | Notes  |
|---|---------------|--|
| Unappropriated Retained Earnings at Beginning of Period | 988,657,527   |  |
| Add: 2025 Retained Earnings Adjustments                 | 24,150,665    | Remeasurement of defined benefit pension plan liability, and recognition of gains and losses from subsidiaries' disposal of equity instrument investments measured at fair value through other comprehensive income transferred directly to retained earnings. |
| Add: Net Income After Tax for 2025                      | 1,559,125,105 |  |
| Less: Appropriation of 10% Legal Reserve                | (158,327,577) |  |
| Less: Appropriation of Special Reserve                  | 0             |  |
| Distributable Earnings for the Current Period:          | 2,413,605,720 |  |
| Distribution Items:                                     |               |  |
| Cash Dividends  | 1,118,924,816 | Cash Dividend of NT\$4.50 per share  |
| Unappropriated Retained Earnings at End of Period       | 1,294,680,904 |  |

Note 1: The share capital is calculated based on 248,649,959 shares.

Note 2: The current earnings distribution shall prioritize the earnings from fiscal year 2025.

Chairman: Chuan Lin

President: Ching-Lan Hou

Chief Accountant: Wei-Chuan Wang

## Attachment VII

### TTY Biopharm Company Limited

#### Comparison Table of Provisions Before and After Amendment to the “Procedures for Acquisition or Disposal of Assets”

| Original Text  | Amended Text   | Reason for Amendment  |
|--|--|---|
| <p>Article 7</p> <p>Total amounts of real property and right-of-use assets thereof or securities acquired by the company and each subsidiary for business use, and limits on individual securities:</p> <p>I. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by the Company for non-operating purposes shall not exceed the higher of 150% of the Company’s paid-in capital or <u>100%</u> of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security shall not exceed the <u>Company’s paid-in capital</u>; and the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in the Company’s most recent financial statements.</p> <p>II. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by each subsidiary for non-operating purposes shall not exceed the higher of 150% of such subsidiary’s paid-in capital or 100% of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security shall not exceed <u>100% of such subsidiary’s paid-in capital</u>; and</p> | <p>Article 7</p> <p>Total amounts of real property and right-of-use assets thereof or securities acquired by the company and each subsidiary for business use, and limits on individual securities:</p> <p>I. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by the Company for non-operating purposes shall not exceed the higher of <u>150%</u> of the Company’s paid-in capital or 150% of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security shall not exceed <u>100% of equity attributable to owners of the parent as reported in the most recent financial statements</u>; and the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in the Company’s most recent financial statements.</p> <p>II. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by each subsidiary for non-operating purposes shall not exceed the higher of 150% of such subsidiary’s paid-in capital or 100% of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security <u>shall not</u></p> | <p>Amended in accordance with the Company’s operational requirements.</p> |

| Original Text   | Amended Text   | Reason for Amendment         |
|---|--|------------------------------|
| <p>the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in such subsidiary's most recent financial statements.</p>   | <p><u>exceed 150% of equity attributable to owners of the parent as reported in the most recent financial statements</u>; and the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in such subsidiary's most recent financial statements.</p>   |                              |
| <p>Article 15<br/>Supplementary Provisions:<br/>Matters not addressed in these Procedures shall be handled in accordance with applicable laws and regulations and the Company's relevant internal rules.<br/>These Procedures were established on May 22, 1988.<br/>The 1st Amendment was made on March 24, 2000<br/>The 2nd Amendment was made on May 13, 2002<br/>The 3rd Amendment was made on May 19, 2003<br/>The 4th Amendment was made on June 21, 2007<br/>The 5th Amendment was made on June 22, 2012<br/>The 6th Amendment was made on June 24, 2014<br/>The 7th Amendment was made on June 16, 2017<br/>The 8th Amendment was made on June 25, 2019<br/>The 9th Amendment was made on May 26, 2022<br/>The 10th Amendment was made on May 30, 2024</p> | <p>Article 15<br/>Supplementary Provisions:<br/>Matters not addressed in these Procedures shall be handled in accordance with applicable laws and regulations and the Company's relevant internal rules.<br/>These Procedures were established on May 22, 1998.<br/>The 1st Amendment was made on March 24, 2000<br/>The 2nd Amendment was made on May 13, 2002<br/>The 3rd Amendment was made on May 19, 2003<br/>The 4th Amendment was made on June 21, 2007<br/>The 5th Amendment was made on June 22, 2012<br/>The 6th Amendment was made on June 24, 2014<br/>The 7th Amendment was made on June 16, 2017<br/>The 8th Amendment was made on June 25, 2019<br/>The 9th Amendment was made on May 26, 2022<br/>The 10th Amendment was made on May 30, 2024<br/><u>The 11th Amendment was made on May 28, 2026</u></p> | <p>Amendment date added.</p> |

## **VIII.Appendix**

### **Appendix I**

(Prior to the amendment at this shareholders' meeting)

#### **TTY Biopharm Company Limited Procedures for Acquisition or Disposal of Assets**

- Article 1      Legal basis:  
These Procedures are established pursuant to Article 36-1 of the Securities and Exchange Act.
- Article 2      The scope of assets:  
Assets as referred to in these Procedures comprise the following:
1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
  2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
  3. Memberships.
  4. Patents, copyrights, trademarks, franchise rights (including drug licenses), and other intangible assets.
  5. Right-of-use assets.
  6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
  7. Derivatives.
  8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
  9. Other material assets: the acquisition and disposal of such assets shall be handled in accordance with these Procedures in their entirety.
- Article 3      Definitions of Terms:
1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term “forward contracts” does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
  2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another

company through issuance of new shares of its own as the consideration therefor (hereinafter “transfer of shares”) under Article 156-3 of the Company Act.

3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Securities exchange: “Domestic securities exchange” refers to the Taiwan Stock Exchange Corporation; “foreign securities exchange” refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
8. Over-the-counter venue (“OTC venue”, “OTC”): “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

#### Article 4 Procedures for Acquisition or Disposal of Assets:

The Company’s “Internal Authorization and Approval Procedures” shall set forth the authorization levels and approval authority for asset acquisitions and disposals in accordance with the delegation thresholds prescribed under these Procedures. The acquisition or disposal of any category of asset shall only be executed upon approval in accordance with the “Internal Authorization and Approval Procedures.”

1. Authorization Thresholds and Levels:
  - (1) The acquisition or disposal of long-term equity investments shall be submitted to the Board of Directors for approval in advance; the scope and investment ceiling for other securities shall be submitted to the Board of Directors for approval, following which the Chairman is authorized to approve individual transactions within the approved limits.
  - (2) The acquisition or disposal of real property, equipment, intangible assets, or right-of-use assets thereof with a transaction value exceeding NT\$30,000,000 shall be submitted to the Board of Directors for approval prior to execution.
  - (3) The Company shall not, as a general principle, engage in the acquisition or disposal of membership certificates or claims against financial institutions; should business requirements necessitate such transactions, the matter shall be submitted to the Board of Directors for approval, following which relevant operating procedures shall be established.
2. Evaluation, Operating Procedures, and Responsible Units:
  - (1) The acquisition or disposal of long-term equity investments shall require

the formation of an investment evaluation committee composed of heads of relevant departments to conduct feasibility assessments; the acquisition or disposal of other securities shall be evaluated by the Finance and Accounting unit. Upon approval of the foregoing investments through the applicable authorization levels, execution shall be the responsibility of the Finance and Accounting unit.

- (2) The acquisition of real property, equipment, or right-of-use assets thereof shall require the requesting unit to prepare a capital expenditure plan and feasibility assessment in advance, incorporate the relevant capital expenditure budget, and proceed with execution following approval through the applicable authorization levels; the disposal of real property, equipment, or right-of-use assets thereof shall require the using unit to complete an application form or submit a dedicated memorandum specifying the reasons and method of disposal, which shall be forwarded to the administrative unit for evaluation and subsequently submitted for approval through the applicable authorization levels prior to disposal.
  - (3) Intangible assets or right-of-use assets thereof shall be subject to feasibility assessment by the Intellectual Property unit and, following approval through the applicable authorization levels, execution shall be the responsibility of the Intellectual Property unit.
3. Where the acquisition or disposal of assets by the Company is required to be approved by the Board of Directors pursuant to these Procedures or other applicable laws and regulations, and a director expresses dissent with a recorded objection or written statement, the Company shall also submit the director's dissent to the Audit Committee.
  4. When submitting asset acquisition or disposal transactions to the Board of Directors for deliberation pursuant to the preceding paragraph, the opinions of all independent directors shall be given full consideration; any objections or reservations expressed by an independent director shall be recorded in the minutes of the Board meeting.
  5. Material asset or derivative transactions shall require the approval of more than one-half of all members of the Audit Committee and shall be submitted to the Board of Directors for resolution; the provisions of Article 14, Paragraphs 4 and 5 shall apply mutatis mutandis. Material asset transactions as referred to herein are those with a transaction value reaching 20% of the Company's paid-in capital, 10% of total assets, or NT\$300,000,000 or more.

Article 5 Method of Price Determination and Reference Basis:

1. The acquisition or disposal of real property or right-of-use assets thereof shall be priced with reference to the announced current value, assessed value, and actual transaction prices of neighboring real property.
2. The acquisition or disposal of equipment or right-of-use assets thereof shall be subject to price inquiry, comparison, negotiation, or tender by the relevant responsible unit.
3. Securities transactions conducted on a stock exchange or over-the-counter market shall be priced according to prevailing market transaction prices; securities transactions not conducted on a stock exchange or over-the-counter market shall have a fair reference price assessed by the investment evaluation committee pursuant to Article 6, Paragraph 2, with the final transaction price determined through negotiation between the buyer and seller.

4. The acquisition or disposal of intangible assets or right-of-use assets thereof shall be negotiated with reference to international or market practice, the estimated useful life, and the impact on the Company's technology and business operations.

Article 6 Obtaining expert reports:

1. For the acquisition or disposal of real property, equipment, or right-of-use assets thereof by the Company, except for transactions with domestic government agencies, build-operate-transfer arrangements on Company-owned land, build-operate-transfer arrangements on leased land, or the acquisition or disposal of equipment or right-of-use assets thereof for operating purposes, where the transaction value reaches 20% of the Company's paid-in capital or NT\$300,000,000 or more, a valuation report issued by a professional appraiser shall be obtained prior to the date the transaction occurs, and the following requirements shall be met:
  - (1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
  - (2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
  - (3) Where the valuation results of a professional appraiser fall under any of the following circumstances, unless all valuation results for an asset acquisition exceed the transaction price or all valuation results for an asset disposal are below the transaction price, a certified public accountant shall be engaged to express a specific opinion on the reasons for the discrepancy and the reasonableness of the transaction price:
    - A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
    - B. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
  - (4) The date of the appraisal report issued by a professional appraiser and the date of contract execution shall not be more than three months apart; provided that where the same period's announced current value applies and no more than six months have elapsed, the original professional appraiser may issue a written opinion in lieu thereof.
2. For the acquisition or disposal of securities, the Company shall obtain the most recent financial statements of the target company that have been audited or reviewed by a certified public accountant prior to the date the transaction occurs, to serve as a reference for evaluating the transaction price. Where the transaction value reaches 20% of the Company's paid-in capital or NT\$300,000,000 or more, a certified public accountant shall be engaged prior to the date the transaction occurs to express an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).
3. For the acquisition or disposal of intangible assets or right-of-use assets thereof with a transaction value reaching 20% of the Company's paid-in capital or NT\$300,000,000 or more, except for transactions with domestic government

agencies, a certified public accountant shall be engaged prior to the date the transaction occurs to express an opinion on the reasonableness of the transaction price.

4. The calculation of transaction values under the preceding three paragraphs shall be conducted in accordance with Article 11, Paragraph 1, Subparagraph (2); the term “within one year” shall be measured retroactively from the date the current transaction occurs, and any portion for which a valuation report issued by a professional appraiser or an accountant’s opinion has already been obtained in accordance with these Procedures shall not be included in the calculation again.
5. Valuation reports and written opinions obtained by the Company from professional appraisers, accountants, attorneys, or securities underwriters, and the professional appraisers and their appraisal personnel, accountants, attorneys, or securities underwriters issuing such reports and opinions, shall comply with the following requirements:
  - (1) No final judgment of imprisonment of one year or more has been rendered for violations of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or criminal acts committed in the course of professional duties. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
  - (2) May not be a related party or de facto related party of any party to the transaction.
  - (3) If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.
6. When issuing a valuation report or written opinion, the personnel described in the preceding paragraph shall comply with the self-regulatory norms of their respective industry associations and the following requirements:
  - (1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
  - (2) When handling an engagement, appropriate workflows shall be properly planned and executed to form conclusions and issue the corresponding report or written opinion; the procedures performed, information gathered, and conclusions reached shall be recorded in full detail in the engagement working papers.
  - (3) The appropriateness and reasonableness of all data sources, parameters, and information utilized shall be assessed on an item-by-item basis as the foundation for issuing the valuation report or written opinion.
  - (4) The declaration shall include statements affirming the professional competence and independence of the relevant personnel, the appropriateness and reasonableness of the information utilized in the assessment, and compliance with applicable laws and regulations.
7. Where the Company acquires or disposes of assets through court auction proceedings, the certification documents issued by the court may substitute for the appraisal report or CPA opinion.

Article 7 Total amounts of real property and right-of-use assets thereof or securities acquired by the company and each subsidiary for business use, and limits on individual securities:

1. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by the Company for non-operating purposes shall not exceed the higher of 150% of the Company's paid-in capital or 100% of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security shall not exceed 100% of the Company's paid-in capital; and the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in the Company's most recent financial statements.
2. The aggregate amount of real property and right-of-use assets thereof, or securities, purchased by each subsidiary for non-operating purposes shall not exceed the higher of 150% of such subsidiary's paid-in capital or 100% of equity attributable to owners of the parent as reported in the most recent financial statements; investment in any individual security shall not exceed 100% of such subsidiary's paid-in capital; and the aggregate amount of short-term investments and undisposed idle assets or real property held shall not exceed 70% of equity attributable to owners of the parent as reported in such subsidiary's most recent financial statements.

Article 8 Related Party Transactions:

1. Where the Company acquires or disposes of assets from or to a related party, in addition to complying with the resolution procedures and assessment of transaction terms required under Article 6 and this Article, transactions with a value reaching 10% or more of the Company's total assets shall also require a valuation report issued by a professional appraiser or an accountant's opinion pursuant to Article 6. The calculation of the foregoing transaction value shall be conducted in accordance with Article 6, Paragraph 4. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.
2. Evaluation and operating procedures:
  - (1) Where the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party, or acquires or disposes of assets other than real property or right-of-use assets thereof from or to a related party with a transaction value reaching 20% of the Company's paid-in capital, 10% of total assets, or NT\$300,000,000 or more, except for transactions involving domestic government bonds, bonds with repurchase or resale agreements, or subscriptions or redemptions of money market funds issued by domestic securities investment trust enterprises, the following materials shall be submitted to and approved by the Audit Committee and the Board of Directors prior to execution of the transaction contract and remittance of payment:
    - A. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
    - B. The reason for choosing the related party as a transaction counterparty.
    - C. Materials relevant to the assessment of the reasonableness of the proposed transaction terms for the acquisition of real property or right-of-use assets thereof from a related party pursuant to Paragraph 3 of

this Article.

- D. The date and price at which the related party originally acquired the asset, the counterparty to the transaction, and the relationship of such counterparty to the Company and the related party.
  - E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
  - F. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.
  - G. Restrictive covenants and other important stipulations associated with the transaction.
- (2) For transactions conducted between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, the Board of Directors may, pursuant to the authorization granted to the Chairman under Article 4, Paragraphs 2 and 3, authorize the Chairman to approve such transactions within a prescribed limit in advance, with subsequent ratification to be submitted to the nearest Board meeting.
- A. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
  - B. Acquisition or disposal of real property right-of-use assets held for business use.
- (3) When submitting matters for Board discussion pursuant to Subparagraph (1), the opinions of all independent directors shall be given full consideration; any objections or reservations expressed by an independent director shall be recorded in the minutes of the Board meeting.
- (4) Matters required to be reviewed by the Audit Committee pursuant to Subparagraph (1) shall first receive the approval of more than one-half of all members of the Audit Committee and shall be submitted to the Board of Directors for resolution; the provisions of Article 14, Paragraphs 4 and 5 shall apply *mutatis mutandis*.
- (5) Where the Company or a subsidiary of the Company that is not a domestically listed company engages in a transaction described in Subparagraph (1) with a transaction value reaching 10% or more of the Company's total assets, the Company shall submit the materials enumerated in Subparagraph (1) to and obtain approval from the shareholders' meeting prior to execution of the transaction contract and remittance of payment. Transactions between the Company and its subsidiaries, or between subsidiaries, are exempt from the foregoing requirement.
- (6) The calculation of transaction values under Subparagraph (1) and the preceding paragraph shall be conducted in accordance with Article 11, Paragraph 1, Subparagraph (2); the term "within one year" shall be measured retroactively from the date the current transaction occurs, and any portion already submitted to and approved by the Audit Committee, the Board of Directors, and the shareholders' meeting in accordance with these Procedures shall not be included in the calculation again.
- (7) Where the Company engages in transactions described in Subparagraph

(1) with a related party, the actual transaction details (including actual transaction amounts, transaction terms, and the materials enumerated in Subparagraph (1)) shall be reported to the nearest shareholders' meeting following the end of the fiscal year.

3. Assessment of Reasonableness of Transaction Costs:

- (1) For the acquisition of real property or right-of-use assets thereof from a related party, the Company shall assess the reasonableness of transaction costs using the following methods:
  - A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
  - B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
- (2) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
- (3) For the acquisition of real property or right-of-use assets thereof from a related party, the cost of such real property or right-of-use assets shall be assessed in accordance with the preceding two subparagraphs, and a certified public accountant shall be engaged to review and express a specific opinion thereon.
- (4) Where the acquisition of real property or right-of-use assets thereof from a related party falls under any of the following circumstances, the preceding paragraph shall apply and the preceding three subparagraphs shall not apply:
  - A. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
  - B. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
  - C. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
  - D. Acquisitions of right-of-use assets of real property for operating purposes between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital.
- (5) When the Company acquires real property or right-of-use assets from

related parties, and the assessment results under the preceding four subparagraphs and subparagraphs (7) through (8) are all lower than the transaction price, the Company shall carry out the following:

- A. The difference between the transaction price of the real property or right-of-use assets and the assessed cost shall be set aside as a special reserve pursuant to Article 41, Paragraph 1 of the Securities and Exchange Act, and such amount shall not be distributed or capitalized into stock dividends. Where an investor that applies the equity method to account for its investment in the Company is a public company, such investor shall likewise set aside a special reserve in proportion to its shareholding ratio in accordance with the foregoing provisions.
  - B. The independent directors of the Audit Committee shall perform their duties in accordance with Article 218 of the Company Act.
  - C. The handling of the matters described in the preceding two items shall be reported to the shareholders' meeting, and the detailed particulars of the transaction shall be disclosed in the annual report and the prospectus.
- (6) Where the Company has set aside a special reserve pursuant to the preceding subparagraph, such special reserve shall not be utilized until the assets acquired or leased at above-market prices have been recognized for impairment losses, disposed of, have had their lease agreements terminated, have received appropriate compensation, or have been restored to their original condition, or until other evidence confirms the absence of any unreasonableness, and the FSC has granted its approval.
- (7) Where the Company acquires real property or right-of-use assets from related parties and other evidence indicates that the transaction is not conducted on an arm's length basis, the Company shall proceed in accordance with the preceding two subparagraphs. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:
- A. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
    - (A) Bare land shall be assessed using the methods set forth in subparagraphs (1) through (4), while buildings shall be assessed based on the related party's construction cost plus a reasonable construction profit; where the aggregate amount exceeds the actual transaction price, the transaction shall be deemed to satisfy the assessment criteria. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
    - (B) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price

discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

B. The Company presents evidence that the real property purchased from or the right-of-use assets of real property leased from a related party were transacted under terms comparable to other non-related party transactions within the same area within the preceding one year and involving similar floor areas.

(8) For purposes of the preceding subparagraph, “transactions in the same area” refers, as a general principle, to transactions within the same or an adjacent block and within a radius of five hundred meters from the subject property, or involving properties with comparable publicly announced current values; “similar floor area” refers, as a general principle, to cases where the floor area of the comparable non-related party transaction is not less than fifty percent of the floor area of the subject property; and “within the preceding one year” is calculated retroactively from the date on which the facts giving rise to the current acquisition of the real property or right-of-use assets occurred.

4. The provisions of these Procedures regarding ten percent of total assets shall be calculated based on the total asset amount set forth in the most recent individual or standalone financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 9 Procedures for the Acquisition or Disposal of Derivative Financial Instruments:

The Company has adopted separate Procedures for Derivative Financial Instrument Transactions, and all acquisitions or disposals of derivative financial instruments shall be conducted in accordance with such Procedures.

Article 10 Procedures for Mergers, Demergers, Acquisitions, and Share Transfers:

1. When the Company carries out a merger, demerger, acquisition, or share transfer, it shall, prior to convening a board meeting to resolve on the matter, engage a CPA, attorney, or securities underwriter to render an opinion on the reasonableness of the share exchange ratio, acquisition price, or cash or other property to be distributed to shareholders, and submit such opinion to the board of directors for deliberation and approval. Provided, however, that where the Company merges with a subsidiary in which it directly or indirectly holds one hundred percent of the issued shares or total capital, or where such wholly-owned subsidiaries merge with one another, the Company may be exempted from obtaining the foregoing expert opinion on reasonableness. The material terms and conditions of and matters relating to a merger, demerger, or acquisition shall be compiled into a public document addressed to shareholders prior to the shareholders’ meeting, and such document, together with the aforementioned expert opinion and the notice of the shareholders’ meeting, shall be delivered to shareholders for their reference in deciding whether to approve the proposed merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the

- follow-up measures, and the preliminary date of the next shareholders meeting.
2. When the Company participates in a merger, demerger, or acquisition, unless otherwise provided by other laws or unless special circumstances have been reported to and approved in advance by the FSC, the board meeting and shareholders' meeting to resolve on matters relating to the merger, demerger, or acquisition shall be convened on the same day. Companies participating in a share transfer shall, unless otherwise provided by other laws or unless special circumstances have been reported to and approved in advance by the FSC, convene their respective board meetings on the same day.
  3. Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
  4. When the Company participates in a merger, demerger, acquisition, or share transfer, the share exchange ratio or acquisition price shall not be arbitrarily amended except under the following circumstances, and the conditions under which amendments may be made shall be stipulated in the merger, demerger, acquisition, or share transfer agreement:
    - (1) Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
    - (2) An action, such as a disposal of major assets, that affects the company's financial operations.
    - (3) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
    - (4) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
    - (5) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
    - (6) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
  5. The agreement for a merger, demerger, acquisition, or share transfer shall set forth the rights and obligations of the participating companies, and shall include the following particulars:
    - (1) Handling of breach of contract.
    - (2) Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
    - (3) The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
    - (4) The manner of handling changes in the number of participating entities or companies.
    - (5) Preliminary progress schedule for plan execution, and anticipated

completion date.

- (6) Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
6. After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
7. Where any company participating in a merger, demerger, acquisition, or share transfer is not a public company, the Company shall enter into an agreement with such company and proceed in accordance with the provisions of Paragraphs 2, 3, 6, and 8 through 10.
8. When the Company participates in a merger, demerger, acquisition, or share transfer, it shall prepare a complete written record of the following information and retain such record for five years for inspection purposes:
  - (1) Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
  - (2) Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
  - (3) Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.
9. When the Company participates in a merger, demerger, acquisition, or share transfer, it shall, within two days commencing from the date of approval by the board of directors, file the information set forth in Items 1 and 2 of the preceding paragraph with the FSC for recordation via the internet-based information system in the prescribed format.
10. Where any company participating in a merger, demerger, acquisition, or share transfer is not a company whose shares are listed on a stock exchange or traded on the over-the-counter market, the Company shall enter into an agreement with such company and proceed in accordance with the provisions of the preceding two paragraphs.

Article 11 Public announcement and regulatory filing procedures:

1. Public Announcement and Reporting by the Company:
  - (1) When the Company acquires or disposes of assets, it shall, depending on the nature of the transaction and under the following circumstances, file the relevant information on the website designated by the FSC within two

days commencing from the date on which the facts occur, using the prescribed format:

- A. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
  - B. Merger, demerger, acquisition, or transfer of shares.
  - C. Acquisition or disposal of equipment or right-of-use assets thereof for operating use, where the counterparty is not a related party and the transaction amount reaches NT\$500 million or more.
  - D. Acquisition of real property through owner-provided land construction contracts, leased-land construction contracts, joint construction with allocation of units, joint construction with allocation of proceeds, or joint construction with separate sales arrangements, where the counterparty is not a related party and the transaction amount the Company expects to commit reaches NT\$500 million or more.
  - E. Asset transactions other than those described in the preceding four items, or investments in Mainland China, where the transaction amount reaches twenty percent of the Company's paid-in capital or NT\$300 million or more. provided, this shall not apply to the following circumstances:
    - (A) Purchase and sale of domestic government bonds or foreign government bonds with a credit rating no lower than the sovereign credit rating of the Republic of China.
    - (B) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (2) The transaction amounts referred to in the preceding subparagraph shall be calculated in the following manner:
- A. The amount of any individual transaction.
  - B. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
  - C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
  - D. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
- (3) The term "within one year" as used in the preceding subparagraph refers

to a period calculated retroactively for one year from the date on which the facts giving rise to the current transaction occurred; amounts already publicly announced and reported in accordance with these Procedures need not be included in the calculation.

2. Public Announcement and Reporting by Subsidiaries:

(1) Where a subsidiary of the Company is not a domestic public company and such subsidiary acquires or disposes of assets meeting the thresholds prescribed in these Procedures, the Company shall make a public announcement and file the report on the subsidiary's behalf.

(2) The phrase "reaching twenty percent of the company's paid-in capital or ten percent of total assets" as used in the public announcement and reporting standards for subsidiaries shall be determined by reference to the paid-in capital or total assets of the Company.

3. Where, following a transaction publicly announced and reported by the Company pursuant to Paragraph 1, any of the following circumstances arise, the Company shall file the relevant information on the website designated by the FSC within two days commencing from the date on which the facts occur:

(1) Change, termination, or rescission of a contract signed in regard to the original transaction.

(2) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.

(3) Change to the originally publicly announced and reported information.

4. Where any item that the Company is required to publicly announce contains an error or omission requiring correction, the Company shall re-announce and re-file all applicable items within two days commencing from the date on which such error or omission comes to its knowledge.

5. The Company shall retain at its principal office all relevant contracts, minutes of meetings, log books, appraisal reports, and CPA, attorney, and securities underwriter opinions in connection with the acquisition or disposal of assets, and unless otherwise provided by other laws, shall retain such documents for a minimum of five years.

Article 12 Control procedures for the acquisition and disposal of assets by subsidiaries:

1. Subsidiaries shall likewise formulate their own procedures for the acquisition and disposal of assets in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

2. Where a subsidiary of the Company is not a domestic public company and an event occurs that is subject to the public announcement and reporting requirements under the applicable regulations governing the acquisition or disposal of assets, the Company shall make such announcement and filing on the subsidiary's behalf.

Article 13 Penalties for Violations by Managers and Responsible Personnel:

Where any manager or responsible personnel of the Company violates these Procedures, the matter shall be submitted for performance review in accordance with the Company's Employee Handbook, and disciplinary action shall be imposed commensurate with the severity of the circumstances.

Article 14 Implementation and Amendment:

1. These Procedures shall be submitted to and approved by the Audit Committee,

followed by approval by the board of directors, and shall thereafter be submitted to the shareholders' meeting for ratification; the same procedure shall apply to any amendments. Where any director expresses a dissenting opinion with a written record or written statement, the Company shall also submit the record of such dissent to the Audit Committee.

2. When the procedures for the acquisition and disposal of assets are submitted to the board of directors for deliberation pursuant to the preceding paragraph, the opinions of all independent directors shall be given full consideration; where any independent director raises an objection or expresses a reservation, such objection or reservation shall be recorded in the minutes of the board meeting.
3. Any amendment to the Procedures for the Acquisition and Disposal of Assets shall be approved by more than one-half of all members of the Audit Committee and submitted to the board of directors for resolution.
4. If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.
5. The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 15 Supplementary Provisions:

Matters not addressed in these Procedures shall be handled in accordance with applicable laws and regulations and the Company's relevant internal rules.

These Procedures were established on May 22, 1998.

The 1st Amendment was made on March 24, 2000

The 2nd Amendment was made on May 13, 2002

The 3rd Amendment was made on May 19, 2003

The 4th Amendment was made on June 21, 2007

The 5th Amendment was made on June 22, 2012

The 6th Amendment was made on June 24, 2014

The 7th Amendment was made on June 16, 2017

The 8th Amendment was made on June 25, 2019

The 9th Amendment was made on May 26, 2022

The 10th Amendment was made on May 30, 2024

## Appendix II

### TTY Biopharm Company Limited

#### Articles of Incorporation

- Chapter I            General Provisions
- Article 1            The Company is organized in accordance with the provisions of the Company Act and is named TTY Biopharm Co., Ltd., with the English name TTY BIOPHARM COMPANY LIMITED.
- Article 2            The business scope of the Company is as follows:
1. C801010 Basic Chemical Industrial
  2. C802041 Manufacture of Drugs and Medicines
  3. F108021 Wholesale of Western Pharmaceutical
  4. F208021 Retail Sale of Western Pharmaceutical
  5. F108031 Wholesale of Medical Devices
  6. F208031 Retail Sale of Medical Apparatus
  7. C802060 Veterinary Drug Manufacturing
  8. C802070 Agro-pesticide Manufacturing
  9. C802080 Environmental Agents Manufacturing
  10. C802100 Cosmetics Manufacturing
  11. C804020 Industrial Rubber Products Manufacturing
  12. C804990 Other Rubber Products Manufacturing
  13. C901020 Glass and Glass Products Manufacturing
  14. CF01011 Medical Device Manufacturing
  15. F102170 Wholesale of Foods and Groceries
  16. F203010 Retail Sale of Food, Grocery and Beverage
  17. IG01010 Biotechnology Services
  18. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3            The Company may establish external endorsement and guarantee procedures in accordance with government regulations, which must be approved by the shareholders' meeting. All guarantees shall only take effect after being approved by the Board of Directors and recorded in the minutes of the Board meeting.
- Article 4            The Company's total investment amount may exceed forty percent of its paid-in capital. All investment-related matters shall only take effect after being approved by the Board of Directors and recorded in the minutes of the Board meeting.
- Article 5            The Company is headquartered in Taipei City and may establish branch offices at other appropriate locations when necessary.
- Article 6            The Company's public announcements shall be handled in accordance with

Article 28 of the Company Act.

Chapter II

Shares

Article 7 The Company's total authorized capital is set at NT\$5 billion, divided into 500 million shares with a par value of NT\$10 per share. The Board of Directors is authorized to issue shares in installments.

Article 8 The Company may issue shares without printing physical stock certificates, but shall register with a centralized securities depository institution.

Article 9 The transfer, registration, inheritance, gifting, pledge establishment, loss, destruction, or other stock-related operations of the Company's shares shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and other relevant laws and regulations.

Article 10 Changes to the shareholders' register shall not be made within sixty days prior to an annual shareholders' meeting, within thirty days prior to a special shareholders' meeting, or within five days prior to the record date for distribution of dividends, bonuses, or other benefits.

Chapter III

Shareholders' Meeting

Article 11 The shareholders' meeting shall be convened at least once annually as a regular meeting, which shall be called by the Board of Directors within six months after the end of each fiscal year. Special meetings shall be convened as necessary in accordance with law.

The Company may hold shareholders' meetings via video conference or other methods announced by the competent authority. When adopting video conferencing, the conditions, operational procedures, and other matters to be followed shall be handled in accordance with the regulations of the competent authority.

Article 12 Unless otherwise provided by law, each share of the Company shall have one voting right.

Article 13 If a shareholder is unable to attend a shareholders' meeting, they may issue a proxy form printed by the Company to appoint a proxy to attend on their behalf. The procedure shall be handled in accordance with Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 14 Unless otherwise provided by the Company Act, resolutions of the shareholders' meeting shall be adopted by a majority vote of the shareholders present who represent more than half of the total outstanding shares.

Article 15 The matters resolved at a shareholders' meeting shall be recorded in the minutes, which shall be signed or sealed by the chairperson and distributed to all shareholders within twenty days after the meeting.

The distribution of the minutes mentioned in the preceding paragraph may be made by public announcement. The minutes shall record the year, month, day, venue, name of the chairperson, method of resolution, summary of the proceedings and their results, and shall be permanently preserved during the existence of the Company. The attendance book of shareholders present and the proxy forms shall be kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, these documents shall be

retained until the conclusion of the litigation.

#### Chapter IV

#### Director

- Article 16 The Company shall have seven to eleven directors. The number of directors to be elected shall be determined by the Board of Directors, and a candidate nomination system shall be adopted whereby directors shall be elected from among the nominees listed in the roster of director candidates at the shareholders' meeting. Directors shall serve a term of three years and may be re-elected to serve consecutive terms.
- Among the aforementioned number of directors, the number of independent directors shall not be fewer than three and shall not be fewer than one-third of the board seats. The professional qualifications, shareholding, restrictions on concurrent positions, nomination and election methods, and other matters to be complied with regarding independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.
- Article 17 In case no election of new directors is effected after the expiration of the term of office of existing directors, their term of office shall be extended until the new directors take office. The total shareholding percentage of all directors of the Company shall comply with the standards prescribed in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the competent authority.
- Article 18 When a vacancy of one-third of directors occurs, the Board of Directors shall convene a shareholders' meeting to hold a by-election in accordance with the law. The term of office of the newly elected directors shall be limited to the remaining term of the original directors.
- Article 19 The Board of Directors shall convene a meeting quarterly.
- The convening of a Board meeting shall state the reasons and notify all directors seven days in advance. However, in case of emergency, a meeting may be called at any time.
- The notice in the preceding paragraph may be made in writing, by fax, email, or other methods.
- Article 20 The Board of Directors may establish an Audit Committee, Remuneration Committee, or other functional committees as required for business operations. The Audit Committee shall be composed of all independent directors.
- The responsibilities, organizational regulations, exercise of powers, and other matters to be followed by the Audit Committee mentioned in the preceding paragraph shall be handled in accordance with the relevant regulations of the securities regulatory authority and the Company.
- Article 21 The directors shall form the Board of Directors. The directors shall elect one person from among themselves as the Chairman of the Board by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors, and may elect a Vice Chairman in the same manner.
- Article 22 When the Chairman of the Board requests a leave of absence or cannot exercise their powers for any reason, their proxy shall be appointed in accordance with Article 208 of the Company Act.
- Article 23 Directors shall attend Board meetings in person. When a director is appointed as a proxy, the appointment shall be handled in accordance with Article 205 of the

Company Act. When a Board meeting is held via video conference, directors who participate in the meeting via video conference shall be deemed as attending in person.

Article 24 All business policies and important matters of the Company shall be decided by resolutions of the Board of Directors. Unless otherwise stipulated in the Company Act, resolutions of the Board of Directors shall be adopted by a majority vote of the directors present at a meeting attended by a majority of directors.

Article 25 The Company shall purchase liability insurance for directors to reduce the risk of directors being sued by shareholders or other related parties due to the lawful execution of their duties.

Chapter V Managers

Article 26 The Company may appoint managers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accountant

Article 27 The Company's fiscal year shall be from January 1 to December 31 of each year, with a final accounting at the end of the year. At the end of each fiscal year, the Board of Directors shall prepare the following statements and submit them to the regular shareholders' meeting for approval in accordance with the law:

1. BUSINESS REPORT.
2. FINANCIAL REPORTS.
3. PROPOSAL FOR PROFIT DISTRIBUTION OR LOSS OFFSETTING.

Article 28 If the Company has profits in the fiscal year, 0.5% to 10% shall be set aside as employee compensation and no more than 2% as directors' compensation. However, if the Company has accumulated losses, the amount to offset such losses shall be set aside first.

The amount of employee compensation allocated in the preceding paragraph shall distribute no less than 0.5% to frontline employees, and may be distributed in the form of stock or cash. The conditions and distribution method shall be determined by the Board of Directors. Directors' compensation shall only be distributed in cash.

Article 29 If the Company has profits in its annual final accounts, it shall first pay taxes, make up for accumulated losses, and then set aside ten percent as legal reserve. However, this restriction shall not apply when the legal reserve has reached the amount of the Company's paid-in capital. After the aforementioned calculation, the remaining amount plus the undistributed earnings from the previous period shall first be set aside or reversed as special reserve in accordance with laws or regulations of the competent authority. At the end of each fiscal year, the Board of Directors shall consider factors such as the Company's profitability, capital and financial structure, future operational needs, accumulated earnings and legal reserves, market competition, and shareholders' interests to formulate a profit distribution proposal, which shall be implemented after resolution by the shareholders' meeting.

The allocation of the legal reserve mentioned in the preceding paragraph shall be based on "the current after-tax net profit plus the amount of items other than the

current after-tax net profit included in the current year's undistributed earnings.”

Article 30 The Company adopts a stable principle for its dividend policy. When the Company has a profit at the end of the fiscal year, after paying taxes in accordance with Article 29, covering accumulated losses, appropriating legal reserve, and appropriating or reversing special reserve as required by law, the remaining amount, less the share of profits recognized from equity method investments in affiliated companies, plus the cash dividends distributed by affiliated companies recognized under the equity method to the Company, no less than 70% shall be distributed as shareholder dividends, which may be in the form of cash or stock. The proportion of cash dividends distributed shall not be less than 70% of the total dividends.

Based on the principles of stable financial structure and balanced dividends, if the Company has no distributable profits in the current year, or if the Company has profits but the profit amount is significantly lower than the actual profit distribution of the Company in the previous year, all or part of the reserves or undistributed earnings from previous periods may be distributed in accordance with laws or regulations of the competent authority. If there are disposals of real estate, equity investments, or intangible assets in the current year, the difference between the disposal amount and the acquisition cost, or income received due to litigation or commercial disputes, all or part of such difference or income may be retained, and the distribution ratio limitation in Paragraph 1 of this Article shall not apply.

If all or part of the dividends and bonuses or legal reserve and capital reserve are to be distributed in cash, the Board of Directors is authorized to make such distribution by a resolution adopted by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors, and subsequently report to the shareholders' meeting.

Article 31 When the directors of the Company perform their duties, regardless of whether the Company has operating profits or losses, the Company may pay them remuneration. The remuneration shall be determined by the Board of Directors according to their level of participation in the Company's operations, the value of their contribution, and with reference to the common industry standards.

## Chapter VII Supplementary Provisions

Article 32 The organizational regulations and procedural rules of the Company shall be separately established by the Board of Directors.

Article 33 Matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 34 These Articles of Incorporation were established on June 23, 1960

The 1st Amendment was made on June 17, 1966

The 2nd Amendment was made on June 17, 1967

The 3rd Amendment was made on January 22, 1968

The 4th Amendment was made on September 20, 1969

The 5th Amendment was made on September 11, 1978

The 6th Amendment was made on September 30, 1980

The 7th Amendment was made on November 25, 1982

The 8th Amendment was made on March 28, 1986

The 9th Amendment was made on February 2, 1989  
The 10th Amendment was made on May 10, 1990  
The 11th Amendment was made on October 12, 1991  
The 12th Amendment was made on December 2, 1993  
The 13th Amendment was made on July 24, 1995  
The 14th Amendment was made on July 25, 1997  
The 15th Amendment was made on October 7, 1997  
The 16th Amendment was made on November 27, 1997  
The 17th Amendment was made on May 22, 1998  
The 18th Amendment was made on June 25, 1999  
The 19th Amendment was made on March 24, 2000  
The 20th Amendment was made on December 22, 2000  
The 21st Amendment was made on June 8, 2001  
The 22nd Amendment was made on June 8, 2001  
The 23rd Amendment was made on May 13, 2002  
The 24th Amendment was made on May 13, 2002  
The 25th Amendment was made on May 19, 2003  
The 26th Amendment was made on May 19, 2003  
The 27th Amendment was made on June 1, 2004  
The 28th Amendment was made on June 1, 2004  
The 29th Amendment was made on June 10, 2005  
The 30th Amendment was made on June 14, 2006  
The 31st Amendment was made on June 19, 2009  
The 32nd Amendment was made on June 25, 2010  
The 33rd Amendment was made on June 22, 2012  
The 34th Amendment was made on June 25, 2013  
The 35th Amendment was made on June 16, 2015  
The 36th Amendment was made on June 24, 2016  
The 37th Amendment was made on June 16, 2017  
The 38th Amendment was made on November 22, 2018  
The 39th Amendment was made on June 12, 2020  
The 40th Amendment was made on May 26, 2022  
The 41st Amendment was made on May 31, 2023  
The 42nd Amendment was made on May 29, 2025

TTY Biopharm Company Limited

Chairman Chuan Lin

## Appendix III

### TTY Biopharm Company Limited Rules of Procedure for Shareholder's Meetings

1. Unless otherwise provided by law, shareholders' meetings shall be conducted in accordance with these Rules.
2. A sign-in book shall be provided at the shareholders' meeting for attending shareholders to sign in, or attending shareholders may submit sign-in cards in lieu of signing in. For shareholders' meetings held via video conference, shareholders who wish to attend via video conference shall register with the Company two days before the meeting.
3. Attendance and voting at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated based on the sign-in book or the submitted sign-in cards, plus the number of shareholders checking in on the video conference platform, and the number of shares exercised through written or electronic means.

The Company shall process shareholder check-ins thirty minutes before the start of the shareholders' meeting. For video conference shareholders' meetings, check-in shall be accepted on the video conference platform thirty minutes before the meeting begins. Shareholders who complete the check-in process shall be deemed as attending the shareholders' meeting in person.

4. The venue of the shareholders' meeting shall be held at the Company's location or at a place convenient for shareholders to attend and suitable for holding shareholders' meetings. The meeting shall not commence earlier than 9 a.m. or later than 3 p.m. The venue and time of the meeting shall give full consideration to the opinions of independent directors.

When the Company convenes a video conference shareholders' meeting, it shall not be restricted by the venue limitations in the preceding paragraph, but the chairperson and the minute recorder shall be at the same location in the country.

5. If the shareholders' meeting is convened by the Board of Directors, the Chairman of the Board shall serve as the chairperson. When the Chairman of the Board is on leave or unable to exercise their powers for any reason, the Vice Chairman shall act as the proxy. When the Vice Chairman is on leave or unable to exercise their powers for any reason, the Chairman shall appoint one director to act as the proxy. If the Chairman does not appoint a proxy, the directors shall elect one from among themselves to serve as the proxy.

If the shareholders' meeting is convened by any other person with convening rights other than the Board of Directors, that convener shall serve as the chairperson.

6. The Company may appoint attorneys, certified public accountants, or relevant personnel to attend the shareholders' meeting. Personnel handling the affairs of the shareholders' meeting shall wear identification badges or armbands.
7. The proceedings of the shareholders' meeting shall be audio and video recorded continuously without interruption, and the recordings shall be kept for at least one year.

For shareholders' meetings held via video conference, the Company shall record and preserve data regarding shareholders' registration, sign-in, check-in, questions, votes, and the Company's vote counting results. The Company shall also make an uninterrupted audio and video recording of the entire video conference meeting.

The data and audio/video recordings mentioned in the preceding paragraph shall be properly preserved by the Company during its existence, and the audio/video recordings shall be provided to the service provider entrusted with video conference affairs for preservation.

8. When the meeting time arrives, the chairperson shall immediately announce the commencement of the meeting. However, if shareholders representing less than half of the total issued shares are

present, the chairperson may announce a delay in the meeting. The number of delays shall be limited to two times, and the total time of delay shall not exceed one hour. If, after two delays, the number of shareholders present still represents less than one-third of the total issued shares, the chairperson shall announce the adjournment of the meeting. For shareholders' meetings held via video conference, the Company shall also announce the adjournment on the video conference platform. If, after two delays, the number of shareholders present still does not constitute a quorum but represents more than one-third of the total issued shares, a tentative resolution may be made in accordance with Paragraph 1, Article 175 of the Company Act.

If, before the end of the meeting, the number of shares represented by the shareholders present reaches more than half of the total issued shares, the chairperson may submit the tentative resolution to the shareholders' meeting for another vote in accordance with Article 174 of the Company Act.

9. If a shareholders' meeting is convened by the Board of Directors, the agenda shall be set by the Board. All related proposals (including extraordinary Motions and amendments to the original proposals) shall be voted on separately. The meeting shall proceed according to the scheduled agenda and may not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is convened by any person with convening rights other than the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

The chairperson shall not announce adjournment of the meeting before the conclusion of deliberation on the agenda items (including extraordinary motions) referred to in the preceding two paragraphs without a resolution.

After the meeting is adjourned, shareholders shall not elect another chairperson to continue the meeting at the same location or at another venue.

10. Before speaking, attending shareholders must complete a speaker's slip stating the summary of their speech, shareholder account number (or attendance card number), and account name. The chairperson shall determine the order of speaking.

Shareholders who submit a speaker's slip but do not speak shall be deemed as not having spoken. If the content of the speech differs from that recorded on the speaker's slip, the content of the actual speech shall prevail.

While a shareholder is speaking, other shareholders shall not speak or interrupt unless they have obtained the consent of the chairperson and the speaking shareholder. The chairperson shall stop any violators.

11. For the same proposal, each shareholder may not speak more than twice without the consent of the chairperson, and each speech shall not exceed five minutes.

If a shareholder's speech violates the provisions of the preceding paragraph or exceeds the scope of the agenda item, the chairperson may stop their speech.

For shareholders' meetings held via video conference, shareholders participating by video conference may submit questions in text form on the video conference platform after the chairperson announces the commencement of the meeting and before the announcement of adjournment. For each proposal, questions may not be submitted more than twice, and each submission is limited to 200 characters.

12. When a legal entity is entrusted to attend a shareholders' meeting, the legal entity may appoint only one person to represent it.

When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one representative may speak on the same proposal.

13. After a shareholder has spoken, the chairperson may personally respond or designate relevant personnel to respond.

14. When the chairperson considers that the discussion on a proposal has reached a level suitable for

voting, the chairperson may announce the end of the discussion, put the proposal to a vote, and arrange adequate voting time.

15. The personnel responsible for monitoring and counting the votes for proposals shall be appointed by the chairperson. However, the monitoring personnel must have shareholder status.
16. During the meeting, the chairperson may announce a recess at an appropriate time. In the event of force majeure, the chairperson may rule to temporarily suspend the meeting and announce the time to resume the meeting depending on the circumstances.

If the venue of the meeting becomes unavailable for continued use before the conclusion of the deliberation on the agenda items (including extraordinary motions), the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may, in accordance with Article 182 of the Company Act, resolve to postpone or resume the meeting within five days.

For shareholders' meetings held via video conference, if prior to the chairperson's announcement of adjournment, the video conference platform or participation via video conference is disrupted due to natural disasters, incidents, or other force majeure events for a continuous period of thirty minutes or more, the meeting shall be postponed or resumed within five days. Article 182 of the Company Act shall not apply in such cases.

When the Company convenes a shareholders' meeting with video conference assistance and encounters the inability to continue the video conference as mentioned in the preceding paragraph, if the total number of shares in attendance, after deducting the number of shares represented by shareholders attending through video conference, still reaches the legal quorum required for a shareholders' meeting, the meeting shall continue without the need to postpone or resume the meeting in accordance with the preceding paragraph.

17. Voting on proposals shall be approved by a majority of the voting rights of the attending shareholders, unless otherwise provided by the Company Act and the Articles of Incorporation.

During voting, the chairperson or a person designated by the chairperson shall announce the total voting rights of the attending shareholders before shareholders vote on each proposal.

The counting of votes for voting or election proposals shall be conducted openly at the shareholders' meeting venue, and the voting results, including the number of votes counted, shall be announced on the spot after the counting is completed and recorded.

When the Company holds a shareholders' meeting via video conference, shareholders participating by video conference shall cast their votes on various proposals and election proposals through the video conference platform after the chairperson announces the commencement of the meeting, and shall complete voting before the chairperson announces the end of voting. Those who vote after the deadline shall be deemed as abstaining.

For shareholders' meetings held via video conference, votes shall be counted at once after the chairperson announces the end of voting, and the results of the voting and election shall be announced.

18. When there are amendments or alternative proposals for the same proposal, the chairperson shall determine the order of voting along with the original proposal. If one of the proposals is approved, the other proposals shall be deemed rejected and no further voting shall be required.
19. The chairperson may direct disciplinary personnel (or security personnel) to assist in maintaining order at the meeting venue. When disciplinary personnel (or security personnel) are present to assist in maintaining order, they shall wear armbands with the words "Disciplinary Personnel."
20. These Rules shall be implemented after being approved by the shareholders' meeting, and the same shall apply when the Rules are amended.

## Appendix IV

### TTY Biopharm Company Limited Shareholding Status of All Directors

Book Closure Date: March 30, 2026

| Title                | Name   | Number of shares registered in the shareholders' register |
|----------------------|--|---|
| Chairman             | Chuan Lin  | 120,000   |
| Vice Chairman        | Wen-Hua Chang  | 4,409,800   |
| Director             | Dawan Technology Co., Ltd.<br>Representative: Carl Hsiao | 23,559,732  |
| Director             | Tze-Kaing Yang   | —   |
| Director             | Shih-Chang Hsu   | —   |
| Director             | Ying-Ying Liao   | —   |
| Independent Director | Ming-Ling Hsueh  | —   |
| Independent Director | An-Li Cheng  | —   |
| Independent Director | Ming-Dao Chang   | —   |

#### Notes:

1. As of March 30, 2026, the total number of issued shares of the Company is 248,649,959 shares.
2. The statutory minimum number of shares that all directors should hold is 12,000,000 shares, and the number of shares registered in the shareholders' register is 28,089,532 shares.